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# THE NEW AVENGERS<sup>®</sup> THE TRANS FORMERS<sup>™</sup>



DIRECT EDITION

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**RATED T+**





AND THERE CAME A DAY, A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES FOUND THEMSELVES UNITED AGAINST A COMMON THREAT! ON THAT DAY, THE AVENGERS WERE BORN, TO FIGHT THE FOES NO SINGLE SUPER HERO COULD WITHSTAND!

THEY COME FROM THE DISTANT PLANET OF CYBERTRON—AN ENTIRELY MECHANIZED SOCIETY OF GIANT ROBOTS. THE WARRING FACTIONS OF AUTOBOTS AND DECEPTICONS BATTLE FOR LIFE-GIVING ENERGON, AND THEIR STRUGGLE HAS BROUGHT THEM TO OUR PLANET. ABLE TO INFILTRATE OUR SOCIETY BY DISGUIISING THEMSELVES AS SIMPLE EARTH VEHICLES, THEY LIVE AMONG US, UNDETECTED. THEY ARE... THE TRANSFORMERS!



# Man AND Machine

## PART ONE

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NEW AVENGERS/TRANSFORMERS No. 1, September, 2007. Published Monthly by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. IDW Publishing, a division of Idea and Design Works, LLC. Editorial offices: 4411 Morena Blvd., Suite 106, San Diego, CA 92117. HASBRO and its logo, TRANSFORMERS, and all related characters are trademarks of Hasbro and are used with permission. © 2007 Hasbro. All Rights Reserved. The IDW logo is registered in the U.S. Patent and Trademark Office. Any similarities to persons living or dead are purely coincidental. With the exception of artwork used for review purposes, none of the contents of this publication may be reprinted without the permission of Idea and Design Works, LLC. © 2007 Marvel Characters, Inc. All rights reserved. All Marvel characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.99 per copy in the U.S. and \$3.75 in Canada (GST #R127032852) in the direct market; Canadian Agreement #40668537. Printed in the USA. ALAN FINE, CEO Marvel Toys & Publishing Divisions and CMO Marvel Entertainment, Inc.; DAVID GABRIEL, Senior VP of Publishing Sales & Circulation; DAVID BOGART, VP of Business Affairs & Editorial Operations; MICHAEL PASCIULLO, VP Merchandising & Communications; JIM BOYLE, VP of Publishing Operations; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GABRIEL, Managing Editor; SUSAN CRESPI, Production Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-576-8534. For Marvel subscription inquiries, please call 800-217-9158.



**LATVERIA: the Eastern European nation ruled by Dr. Doom...**

THE ENGINES  
OF WAR.

A NECESSARY EVIL,  
SOMETIMES. BUT A  
DARK REFLECTION  
OF OUR BETTER  
SELVES.

ONCE THOSE ENGINES  
ARE SET IN MOTION...

...THEY CAN BE  
VERY HARD TO  
STOP.

CAP?

YOU  
WITH US,  
MAN?

I'M  
WITH  
YOU.

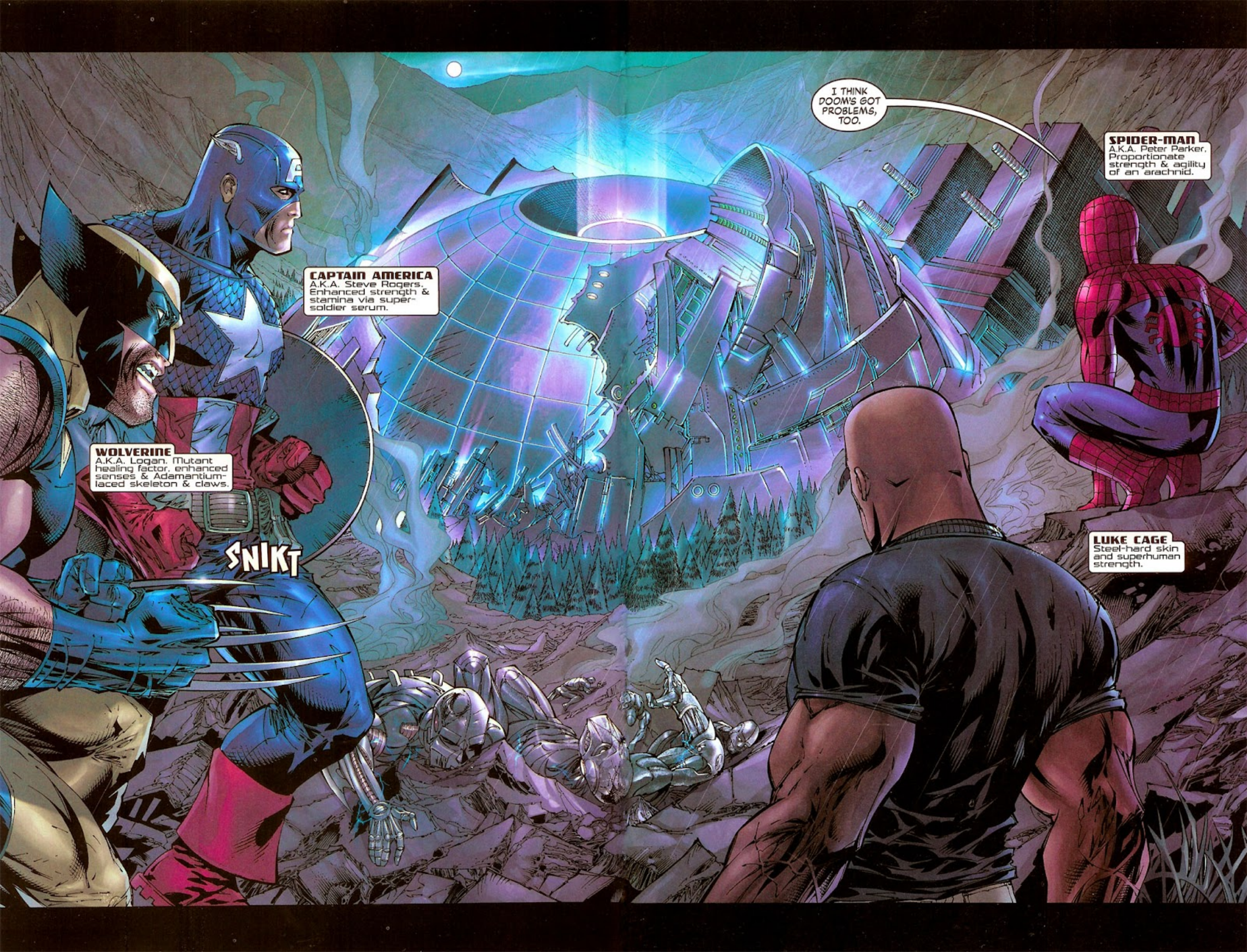
**FWOOM**

S.H.I.E.L.D.  
RISKED A LOT OF  
AGENTS' LIVES SO WE COULD  
SLIP IN HERE BY QUINJET. WHAT-  
EVER DR. DOOM IS UP TO, THE  
RADIATION SIGNATURE IS  
COMING FROM JUST UP  
AHEAD.

WE'VE GOT  
TO SHUT IT DOWN--  
**FAST--**

UH...  
GUYS?





**CAPTAIN AMERICA**  
A.K.A. Steve Rogers.  
Enhanced strength &  
stamina via super-  
soldier serum.

**WOLVERINE**  
A.K.A. Logan. Mutant  
healing factor, enhanced  
senses & Adamantium-  
laced skeleton & claws.

SNIKT

I THINK  
DOOM'S GOT  
PROBLEMS,  
TOO.

**SPIDER-MAN**  
A.K.A. Peter Parker.  
Proportionate  
strength & agility  
of an arachnid.

**LUKE CAGE**  
Steel-hard skin  
and superhuman  
strength.





DOOM'S **ROBOT**  
**ARMY**. SOMEBODY DID  
A FULL DRIVE-BY ON  
'EM...

...IN  
THEIR OWN  
'HOOD.



WHAT?  
I CAN TALK  
"STREET"!

EVERYBODY  
ZIP IT FOR A  
MINUTE.

DIRECTOR  
HILL...



HQ of S.H.I.E.L.D., the world's pre-  
eminent peace-keeping organization.

...ARE  
YOU MONITORING  
THIS?

ROGER  
THAT, CAPTAIN  
AMERICA.

THAT **STRUCTURE**--  
WHATEVER IT IS--IS DEFINITELY  
THE SOURCE OF THE ANOMALOUS  
READINGS. BUT THE ARCHITECTURE  
DOESN'T MATCH ANY OF DOOM'S  
KNOWN TECHNOLOGY.



OUR  
SPY-SATS SHOW  
LATVERIA CONTINU-  
ING THEIR SHELLING OF  
SYMKARIA--THEIR  
NEIGHBOR  
COUNTRY.

WITH  
STRANGE AIRCRAFT.  
I'M NOT FAMILIAR WITH  
THAT DESIGN...

**FWOON**





THE MAKE OF DOOM'S PLANES IS ABOUT TO BECOME THE **LEAST** OF OUR PROBLEMS, CAPTAIN.

UNLESS LATVERIA CALLS OFF THE AIR STRIKES, SYMKARIA HAS VOWED **FULL RETALIATION** IN TWENTY-FOUR HOURS. THAT'LL MEAN ALL-OUT WAR...

AND A LOT OF **NEEDLESS DEATHS.**



STILL NO WORD FROM DOOM?

NEGATIVE. HE'S GONE COMPLETELY DARK. BUT ALL OUR INTEL CONNECTS HIM WITH THE STRUCTURE.

CAP, YOU'VE GOT TO INFILTRATE IT AND FIND OUT WHAT IT IS AND IF IT HAS ANY CONNECTION TO THE RISING HOSTILITIES. BOTTOM LINE: **STOP THE WAR.**

HILL OUT.



NO SIGN OF AN AIR STRIKE HERE...AND NO HUMAN SCENTS LINGERIN' AT ALL.

WHICH MEANS WHATEVER TURNED THESE DOOMBOTS INTO CURBSIDE RECYCLING CAME FROM IN **THERE.**



UH, CAP... EXACTLY WHAT KIND OF WEAPONS DOES SYMKARIA HAVE?

THEY JUST JOINED US IN THE **NUCLEAR CLUB.**



YOU FIND SOMETHIN'?

YEAH...A SEAM...



...RIGHT HERE.



BA-  
DAAAAM

HEY!

WHAT'S  
WRONG, CAP?  
WE'RE GOIN' IN,  
RIGHT?

YES.  
BUT ON *MY*  
ORDER!



FROM NOW  
ON--YOU TWO HANG  
BACK, **SHUT UP**--AND  
FOLLOW THE CHAIN  
OF COMMAND.

IS THAT  
**CLEAR?**



SPIDER-  
MAN, TAKE  
POINT.



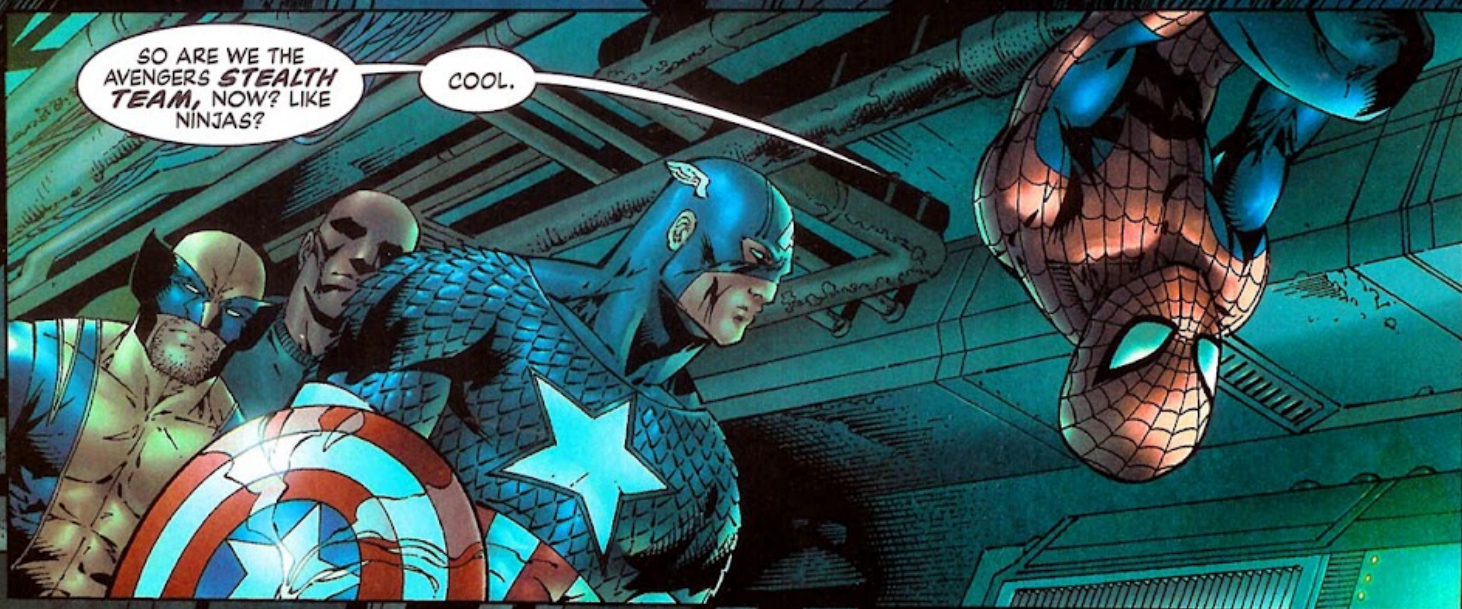
THAT'S  
THE SECOND  
TIME HE'S TOLD  
ME TO SHUT  
UP.

IF IT  
HAPPENS A  
THIRD TIME...  
WE GOT A  
**PROBLEM.**

I  
HEAR  
THAT.







SO ARE WE THE  
AVENGERS **STEALTH**  
TEAM, NOW? LIKE  
NINJAS?

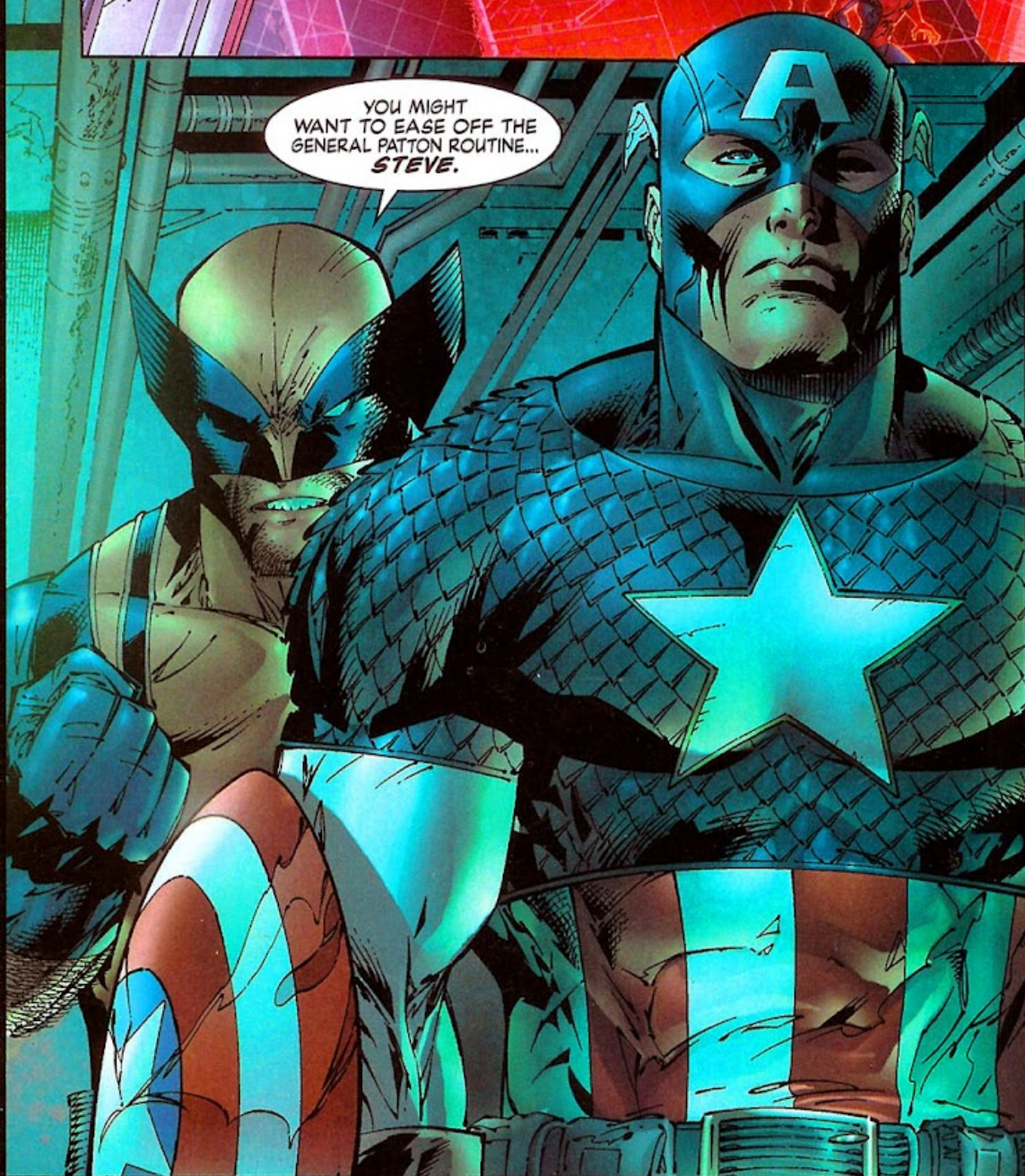
COOL.



ANY REAL  
NINJAS HEARD **THIS**  
GROUP TROMPIN' AROUND,  
THEY'D WET THEMSELVES  
LAUGHING.

ONE MORE  
TIME--CAN THE  
CHATTER!

PERIMETER VIOLATION--SECTOR  
EIGHT. EXTRAHUMAN PLANETARY  
DEFENSES DETECTED.



YOU MIGHT  
WANT TO EASE OFF THE  
GENERAL PATTON ROUTINE...  
**STEVE.**

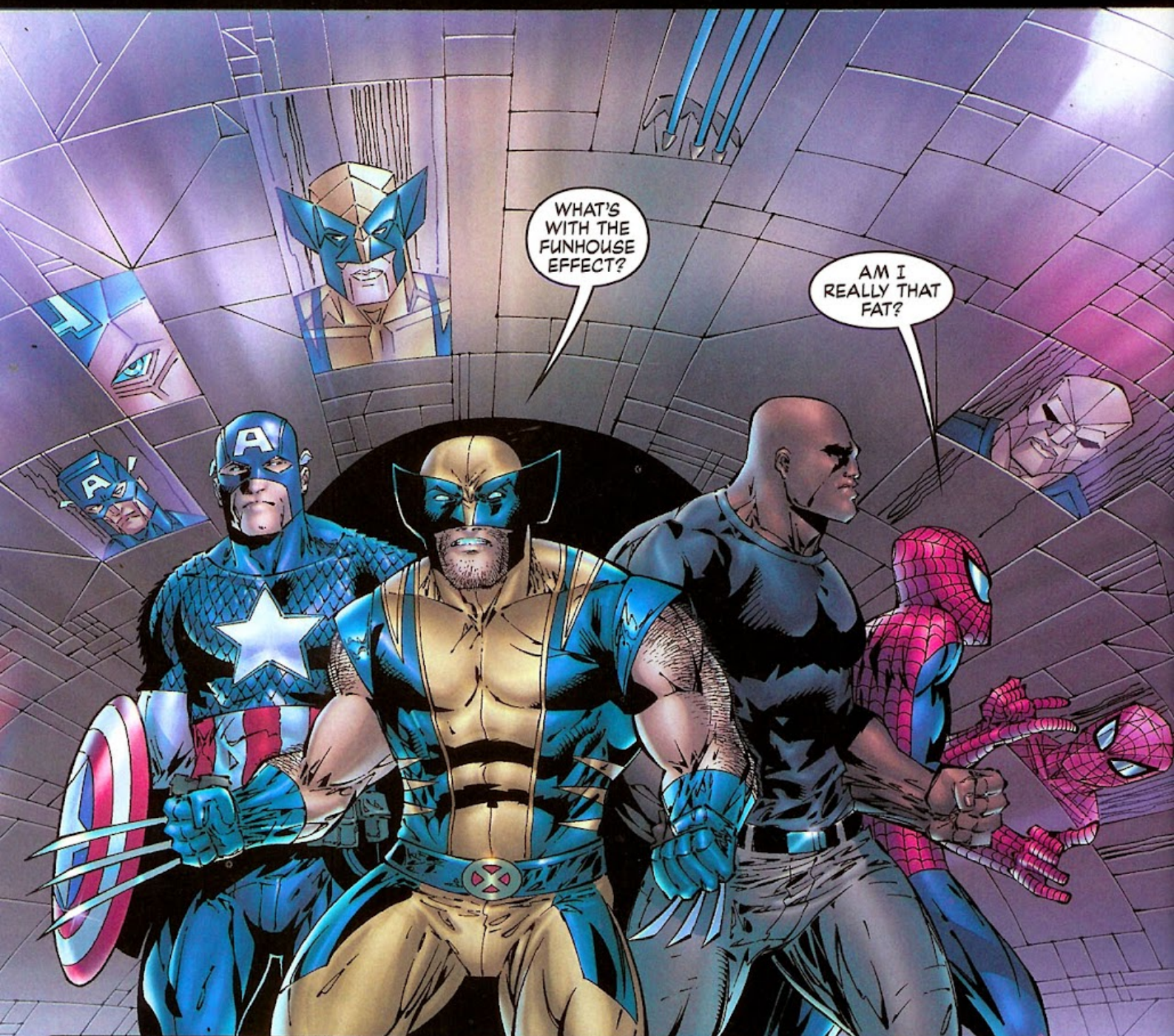


I'M JUST  
SAYIN'.

**SHIKT**

INITIATE MIRROR  
RESPONSE MODE.





WHAT'S  
WITH THE  
FUNHOUSE  
EFFECT?

AM I  
REALLY THAT  
FAT?



A DARK  
REFLECTION.

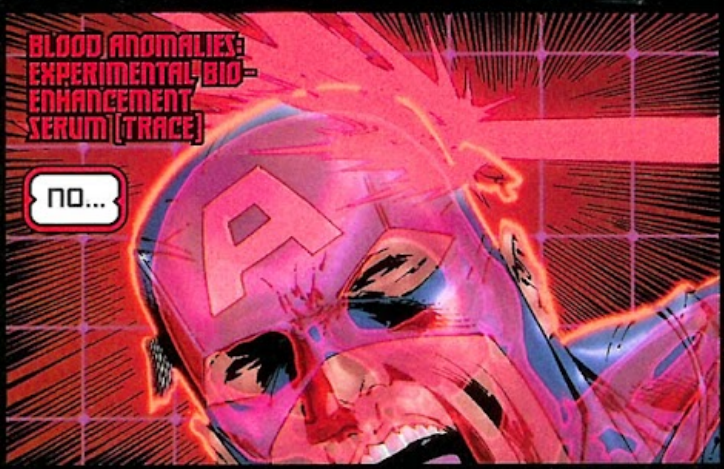
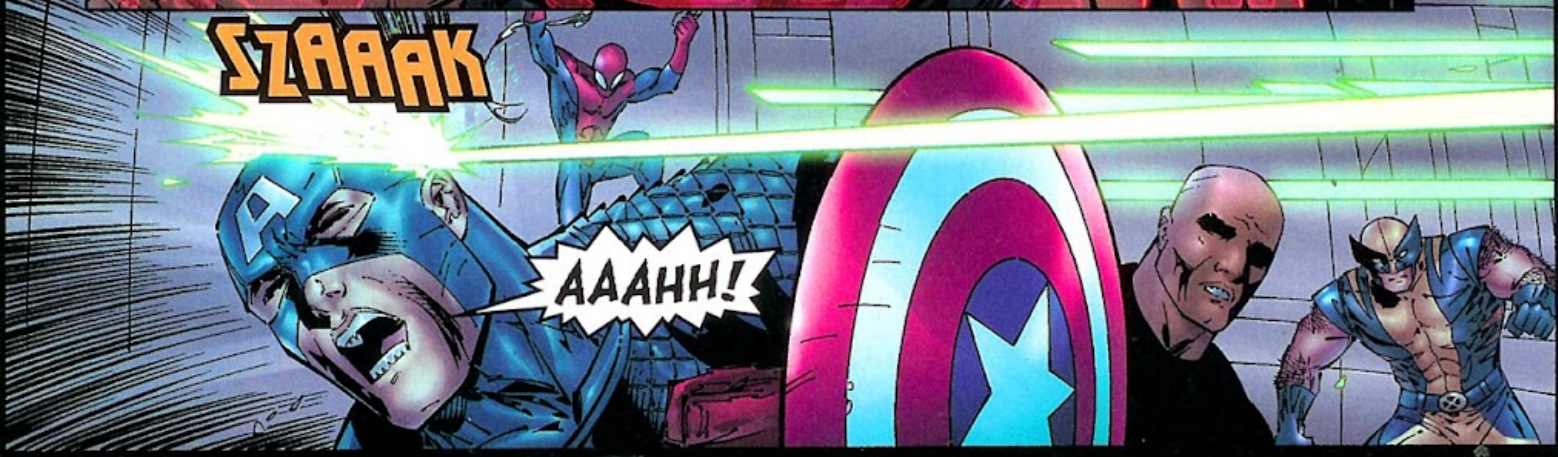
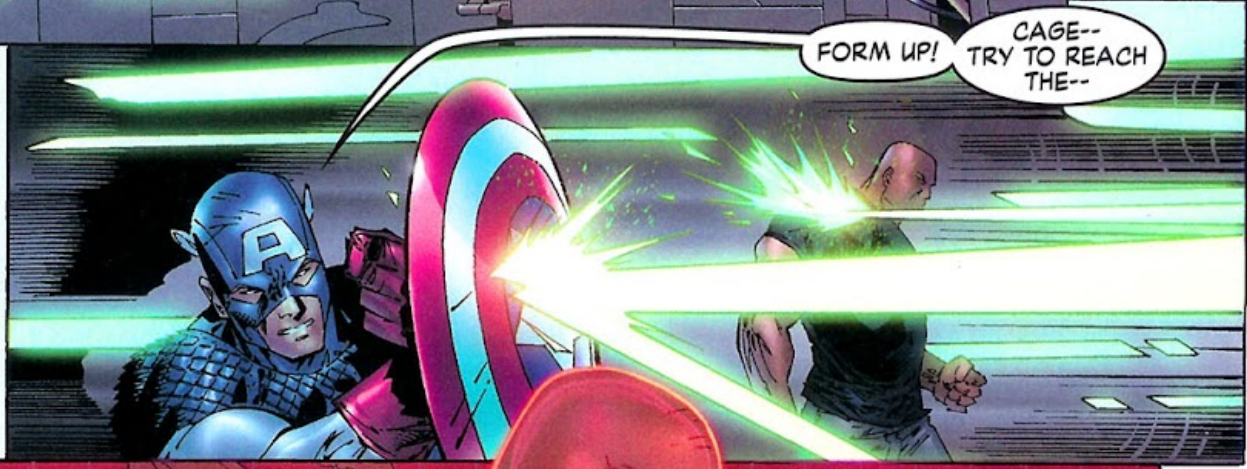
THE ENGINES  
OF WAR...



LOOK  
OUT!

SLAAAK







**SZAAAK**

**THWIP**

COME ON,  
**DOOM**--IF THAT  
IS YOU--

--YOU DON'T  
GOTTA START A **WAR**  
JUST TO GET YOUR OLD  
BUDS TO COME  
VISIT!

**THWIP**

**THWIP**

**THWIP**

**THWIP**

**THWIP**

**BLOOD, ANOMALIES:  
IRRADIATION,  
EXTREME CELLULAR  
ALTERATION.**

**MATCH  
MATCH  
MATCH**

**AHHH...  
PERFECT.**

NEXT TIME  
YOU FEEL LONELY, JUST  
**TEXT ME.**

OR BETTER  
YET--DROP BY MY  
PLACE. WE'LL PLAY  
XBOX FOR A  
WHILE...

**RRRAH!**





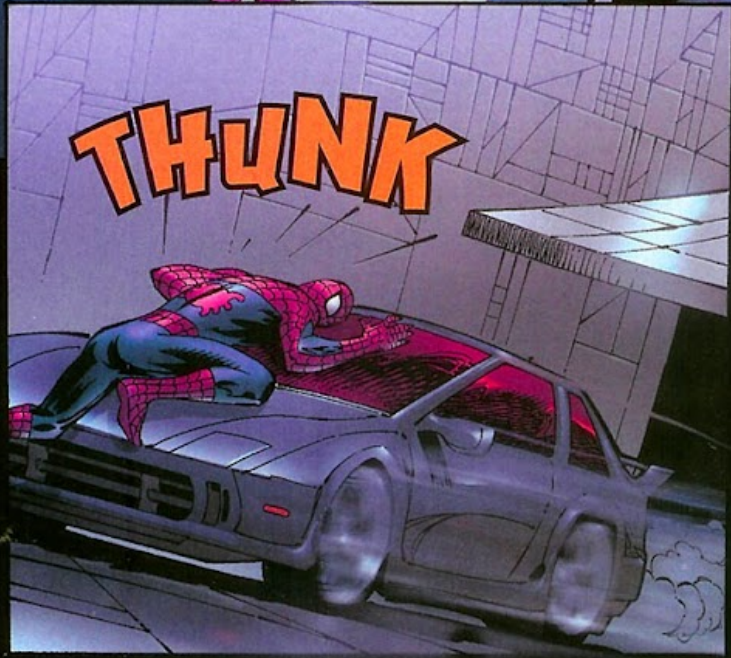
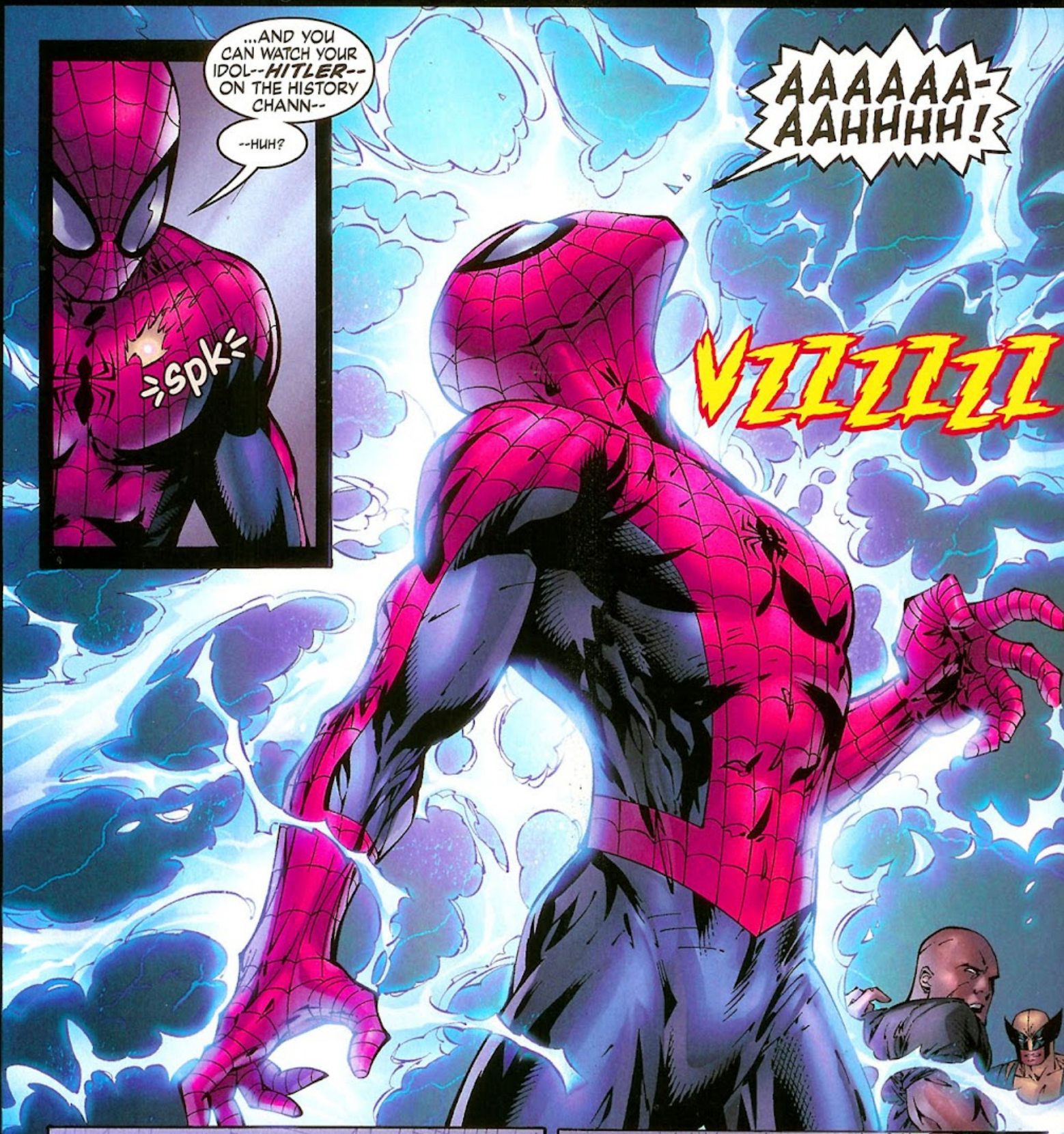
...AND YOU  
CAN WATCH YOUR  
IDOL--HITLER--  
ON THE HISTORY  
CHANN--

--HUH?

spk

AAAAAA-  
AAHHHH!

VZZZZZ



THUNK



A CAR?  
WHAT THE--?

RRRRRRR



ARRRHHHH!

LOGAN!  
SLOW  
DOWN!

DO YOU  
KNOW WHICH WAY  
YOU'RE--

GOT TO  
GET US *OUT*  
OF THIS...

...BLASTED...  
**PLACE!**

CAP'S  
OKAY--JUST  
STUNNED.

LET'S  
GET BACK IN  
THERE AND  
FIND--





AW,  
NO!



GUESS THIS  
MEANS--




IT MEANS I  
HAVE TO CALL IN  
REINFORCE-  
MENTS.

TO FIX THE  
MESS...



...MADE  
BY YOU TWO  
AMATEURS.






IT'S WORSE THAN I THOUGHT.  
THE HUMANS ARE ALREADY AT  
EACH OTHER'S THROATS.

SEE?

MMM...AND THIS IS  
BECAUSE OF THAT  
STRUCTURE? THAT  
*ARRAY*?

YES,  
SIR.



IT'S EMITTING A KIND OF...  
*AGGRESSION WAVE*, I GUESS  
YOU COULD CALL IT. IT WORKS  
DIRECTLY ON THE HUMANS'  
MINDS...RAISES THEIR  
*SEROTONIN LEVELS* AND  
SCRAMBLES THEIR  
NEUROTRANSMITTERS.

IT'S MAKING THE  
COSTUMED ONES  
ACT MORE VIOLENT-  
LY THAN USUAL...

...AND IT'S WHIPPING  
THOSE TWO NATION-  
STATES UP TO A  
*XENOPHOBIC WAR  
FEVER*.

WHICH  
MEANS  
WE'VE GOT  
A *NEW*  
GAMBIT  
BEING  
PLAYED  
BY AN *OLD*  
ENEMY...



...MEGATRON.






THE *DECEPTICONS*?

HE'S RIGHT--IT'S  
THEIR USUAL  
STRATEGY.


INCITE *HAVOC* ON A PLANET,  
THEN STRIP THAT WORLD OF  
LIFE-GIVING *ENERGON* AFTER  
ITS INHABITANTS WIPE EACH  
OTHER OUT.



AND WE ALREADY  
KNOW EARTH IS RICH  
IN *ENERGON*...AND  
SUBSTITUTES.

IT ALL  
ADDS UP.

BUT THE *DECEPTICONS*  
HAVE NEVER USED TECH-  
NOLOGY LIKE THAT BEFORE...



THEY MUST HAVE  
ACQUIRED IT HERE  
ON EARTH.

WE'VE GOT TO  
HELP THOSE  
HUMANS. THEY  
HAVE NO IDEA  
WHAT'S HAPPEN-  
ING TO THEM.

AND ONE OF  
THOSE NATIONS  
HAS *NUCLEAR*  
WEAPONS!



WE ARE  
SUPPOSED  
TO KEEP  
A LOW  
PROFILE--

I KNOW THAT. I  
GAVE THE ORDER,  
*REMEMBER?*


BUT THIS IS WAR--  
AND THE ENEMY JUST  
FIRED A SHOT ACROSS  
OUR BOW.



'JACK--HOLD  
THE FORT HERE.  
THE REST OF YOU...

...LET'S  
*ROLL*  
OUT.





uuuuuuhh...

A large panel showing Spider-Man in his red and blue suit, restrained by mechanical cuffs and a collar. He is in a futuristic, metallic laboratory with blue lighting and complex machinery in the background.

AAAAH...  
WELCOME  
BACK, HUMAN...

...I WANTED YOU  
TO BE *CONSCIOUS*  
FOR THIS.

YOU NEEDN'T STRUGGLE.  
WE'VE ENTERED FULL *MIRROR  
RESPONSE MODE*...ALL SUPER-  
HUMAN ASSAULTS ARE BEING  
EFFECTIVELY NEUTRALIZED BY  
CORRESPONDING FIREPOWER.




I AM *MEGATRON*...  
FUTURE OWNER OF  
THIS WORLD.

A close-up of Megatron's face, showing his metallic features and glowing red eyes.

YOUR FRIENDS  
HAVE GONE. AND I'M  
AFRAID THEY'RE IN NO  
CONDITION TO HELP  
YOU...THANKS TO A  
RECENTLY ACQUIRED  
DEVICE, HIDDEN ELSE-  
WHERE IN THIS  
COMPLEX.

MERELY A CRUDE  
PROTOTYPE...BUT  
SUFFICIENT TO RE-  
DUCE ALL HUMANS  
IN THE VICINITY TO  
THE MINDLESS,  
CLAWING ANIMALS  
YOU TRULY ARE.



THANKFULLY,  
THIS LABORATORY IS  
SHIELDED FROM ITS  
EFFECTS.

A close-up of Spider-Man's head and shoulders, showing his red and blue suit and the mechanical restraints on his head and neck.

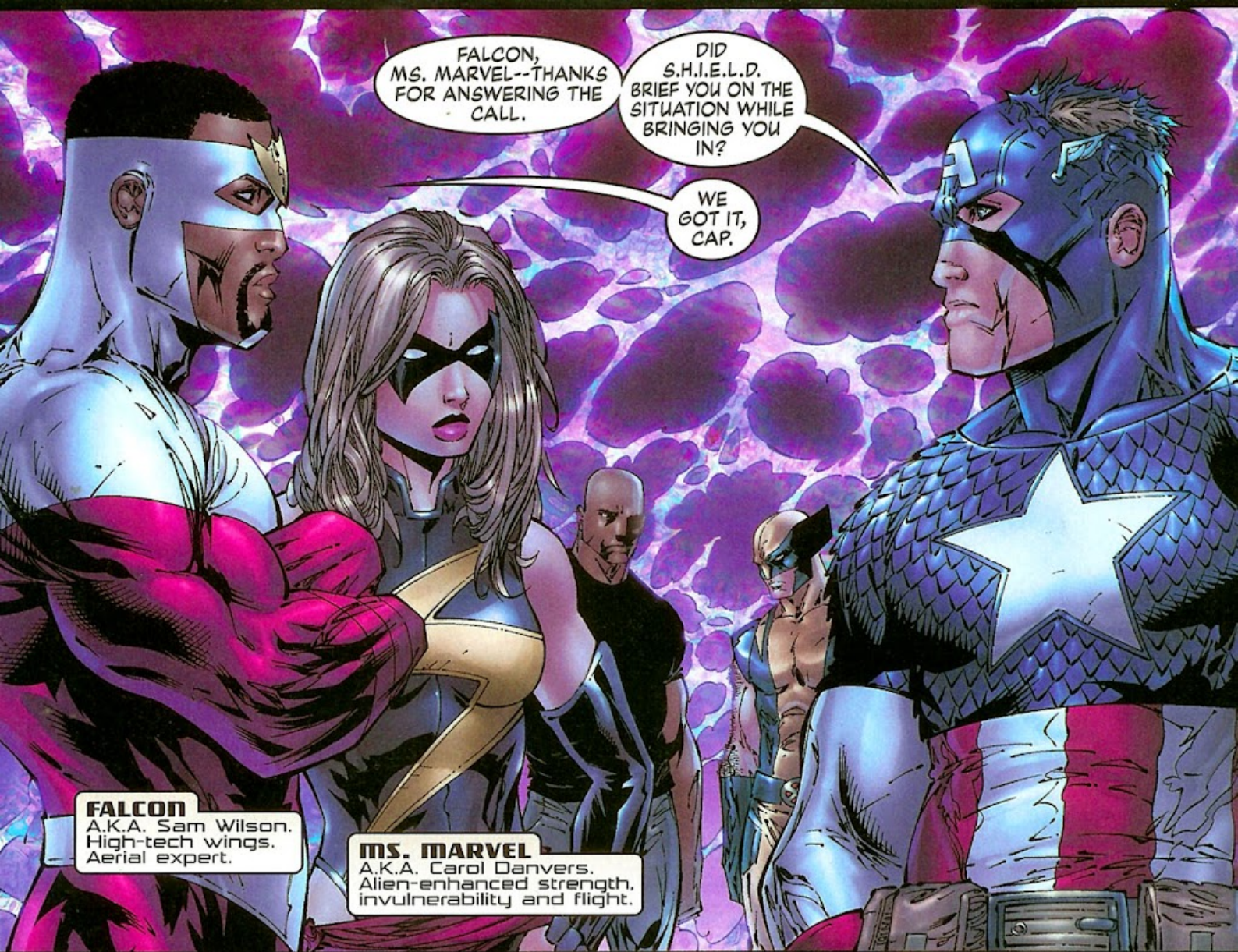
AFTER ALL...WE  
WOULDN'T WANT YOU  
RAGING WITH ANGER  
WHILE YOU HELP US  
ACHIEVE OUR *GREAT-  
EST TRIUMPH*.



...RUH-  
ROH...

A close-up of Spider-Man's face, showing his red and blue suit and the mechanical restraints on his head and neck.





FALCON,  
MS. MARVEL--THANKS  
FOR ANSWERING THE  
CALL.

DID  
S.H.I.E.L.D.  
BRIEF YOU ON THE  
SITUATION WHILE  
BRINGING YOU  
IN?

WE  
GOT IT,  
CAP.

**FALCON**  
A.K.A. Sam Wilson.  
High-tech wings.  
Aerial expert.

**MS. MARVEL**  
A.K.A. Carol Danvers.  
Alien-enhanced strength,  
invulnerability and flight.



WAIT  
A MINUTE.  
WHERE'S IRON  
MAN?



HE'S HANDLING A PROBLEM  
BACK IN THE U.S., SAID HE'D  
MONITOR OUR PROGRESS  
AND JOIN US AS SOON  
AS POSSIBLE.

GREAT.  
MEANWHILE,  
WE GOT A  
MAN DOWN  
IN THERE!



ARE WE GOIN' IN,  
OR *NOT*?

STEP  
BACK NOW,  
BROTHER--



WE  
*AIN'T* YOUR  
BROTHERS.



YOU WANNA TRY  
THOSE *PIGEON WINGS*  
AGAINST ME?





WE  
DON'T HAVE  
**TIME** FOR  
THIS!

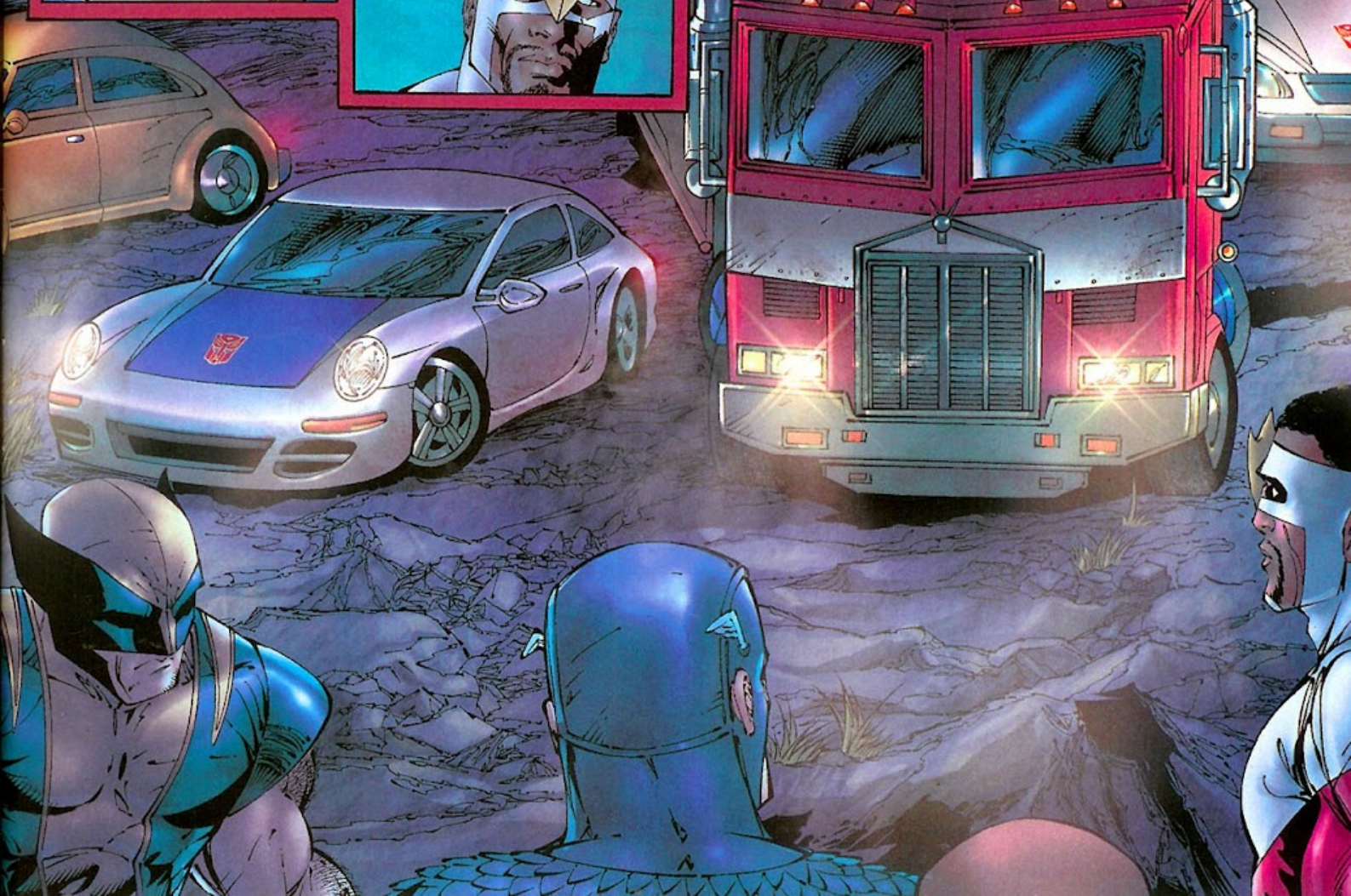
SYMKARIA'S  
DEADLINE IS LESS  
THAN **SIXTEEN HOURS**  
AWAY. IF WE DON'T STOP  
THIS WAR BY THEN, **BOTH**  
THESE COUNTRIES WILL  
BE **TORN APART!**



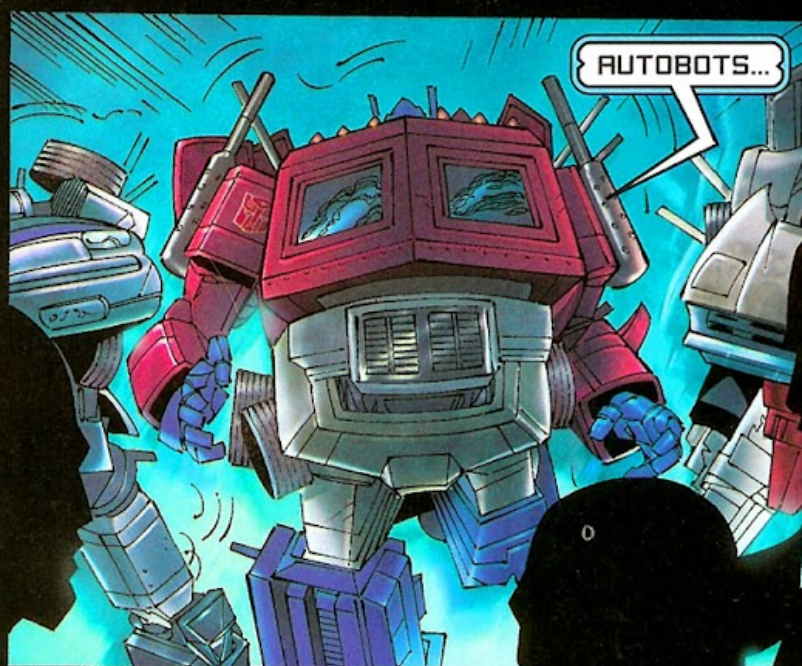
SO YOU ALL  
NEED TO **FOLLOW**  
**MY ORDERS--AND**  
STOP **QUESTION-**  
**ING--**

NO, HUMAN.  
WHAT YOU  
MUST **DO...**

...IS LEAVE  
THIS TO **US.**









I AM **OPTIMUS PRIME**...LEADER OF THE AUTOBOTS.

THIS IS *OUR* WAR...  
*OUR* BURDEN.  
A CONFLICT THAT HAS  
RAGED ACROSS THE  
COSMOS, FOR GENERA-  
TIONS WITHOUT END.

IF YOU VALUE  
YOUR WORLD--YOUR  
OWN LIVES, AND THOSE  
OF YOUR PEOPLE--

**OPTIMUS PRIME**

**RATCHET**

**JAZZ**

**BUMBLEBEE**

**PROWL**

--YOU  
WILL  
LEAVE  
THIS  
PLACE.

**now.**



THE ENGINES  
OF WAR.

SOMETIMES THEY GRIND SO  
LOUD IN YOUR BRAIN--THEY  
DROWN OUT EVERYTHING  
ELSE, AND ALL YOU CAN DO...

AVENGERS...

...IS HEED  
THEIR CALL.



...ATTACK!

TO BE  
CONTINUED!



# THE NEW AVENGERS

**MARVEL**  
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2 of 4

## THE TRANSFORMERS



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KIRKHAM  
REGLA  
KWOK  
BLOND

**RATED T+**



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DIRECT EDITION






**CAPTAIN AMERICA**  
Legendary  
super-soldier



**SPIDER-MAN**  
Wise-cracking  
wall-crawler



**WOLVERINE**  
Feral mutant



**LUKE CAGE**  
Steel-hard  
powerhouse



**MS. MARVEL**  
Alien-altered  
warrior



**THE FALCON**  
Aerial expert

## COUNTDOWN TO LATVERIAN / SYMKARIAN WAR: T MINUS 15 HOURS, 22 MINUTES

With the neighboring Eastern European nations of SYMKARIA and LATVERIA hours away from a devastating war, S.H.I.E.L.D. sends super-soldier CAPTAIN AMERICA to lead a New Avengers "stealth" team into Latverian territory. There, they discover a mysterious Array saturating the surrounding area with unknown radiation. When the Avengers enter the Array, they are attacked by unseen machines — which then take Spider-Man captive.

Meanwhile, Doctor Doom — absolute ruler of Latveria — is believed to have gone underground.

OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots from the planet Cybertron, who are capable of transforming themselves into ordinary-looking vehicles — are monitoring the costumed heroes. The Autobots learn the truth: the Array, under the command of MEGATRON and the evil DECEPTICONS, is emitting an "Aggression Wave" that's whipping Symkaria and Latveria into a war fever — and warping the minds and judgment of the Avengers as well.

Optimus Prime makes the difficult decision to reveal the Autobots' existence to the Avengers — and to warn them away from the Array. But the sudden appearance of five giant, transforming robots spurs the already unstable Avengers to attack!



**OPTIMUS PRIME**  
Commander  
in chief



**PROWL**  
Unit  
commander



**BUMBLEBEE**  
Intelligence



**RATCHET**  
Medic



**JAZZ**  
Communi-  
cations



**WHEEL-JACK**  
Engineer



PROWL, THESE HUMANS  
ARE *SERIOUSLY* IMPAIRED.

THAT  
AGGRESSION  
WAVE IS--

AVENGERS...





...TAKE THEM  
DOWN!!

AUTOBOTS--  
STANDARD HUMAN  
CONTAINMENT  
TECHNIQUES!

NO KILLING...

...UNLESS  
ABSOLUTELY  
NECESSARY.

**STUART  
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writer  
**JASON  
PEARSON**  
cover artist

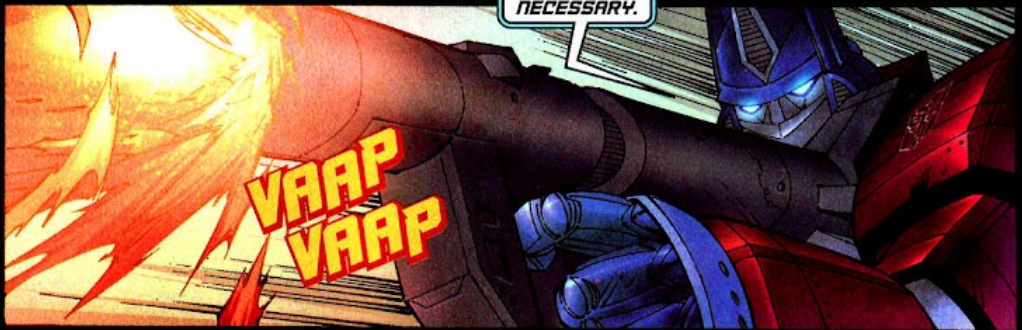
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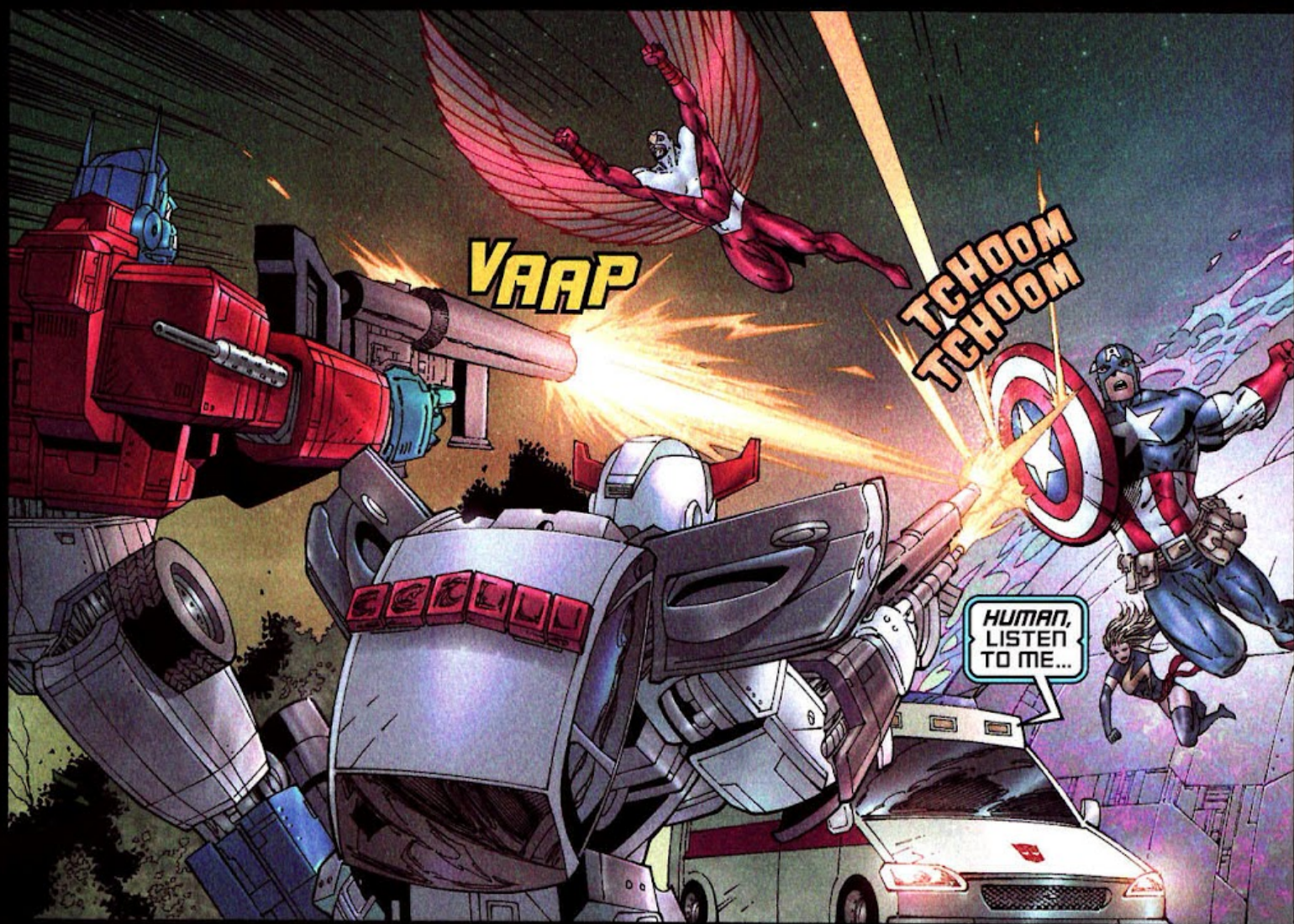
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SPECIAL THANKS TO IDW PUBLISHING'S CHRIS RYALL AND HASBRO'S RICHARD ZAMBARANO.



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VAAP

TCHOOM  
TCHOOM

HUMAN,  
LISTEN  
TO ME...



...YOU ARE NOT  
YOURSELF--

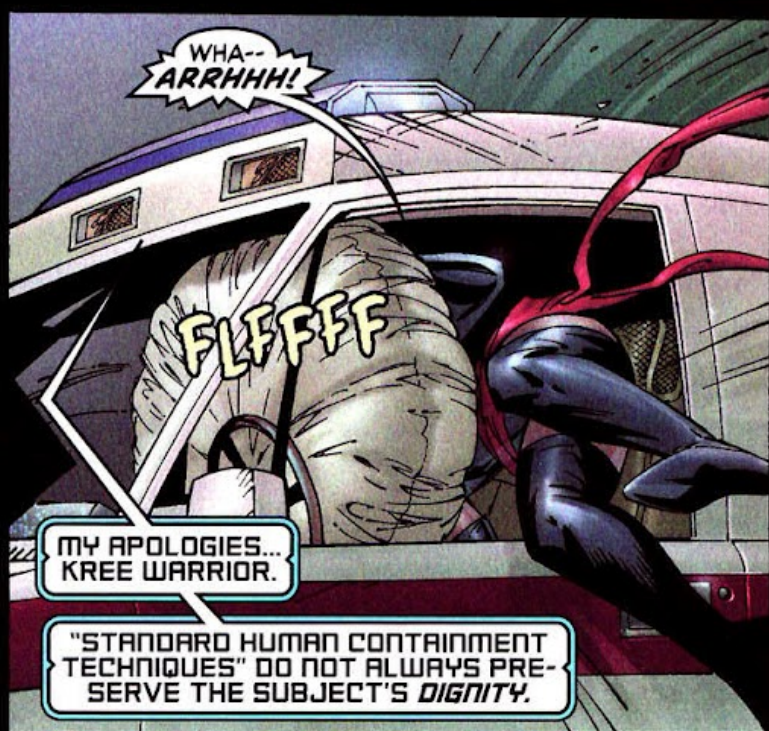
MYSELF?

KASSSH



I'VE  
NEVER  
BEEN  
MORE  
MYSELF.

FINALLY,  
I CAN CUT  
LOOSE LIKE  
THE **KREE**  
WARRIOR  
I AM!



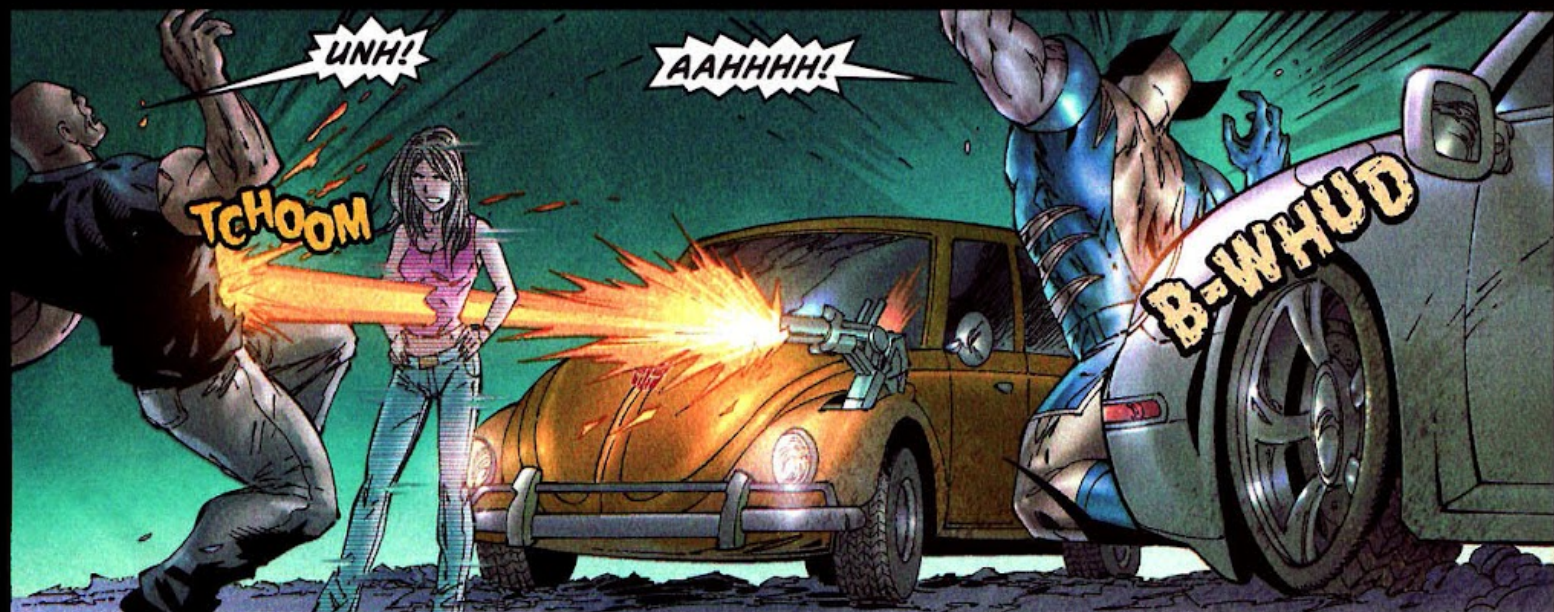
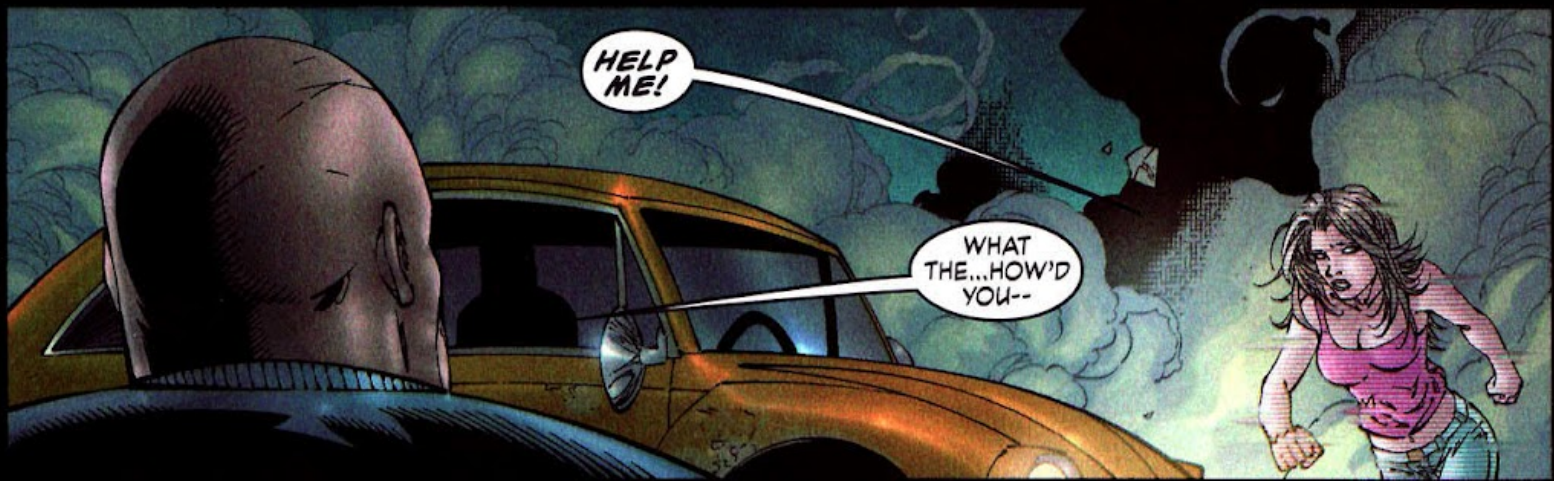
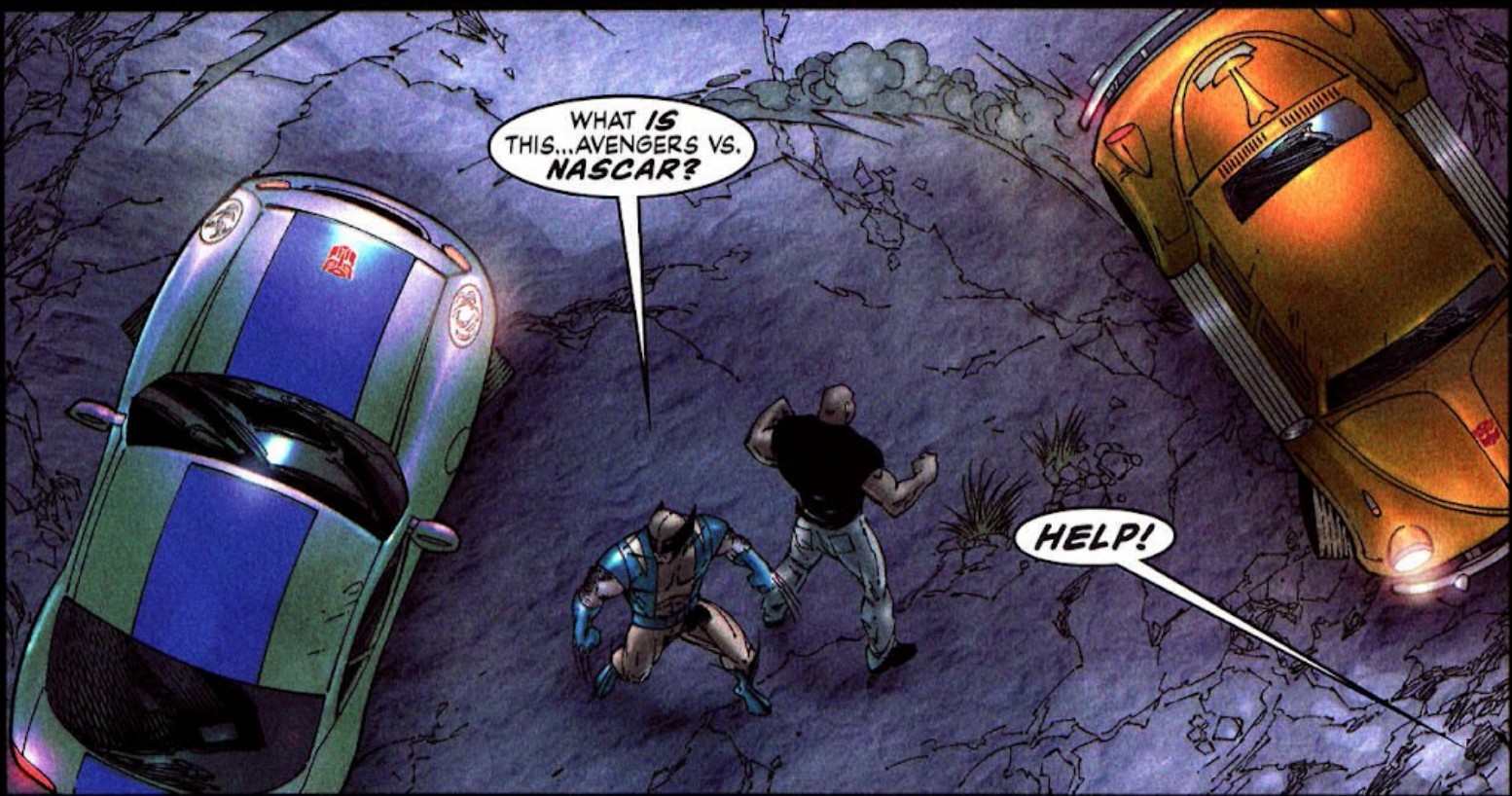
WHA--  
ARRHHH!

FLFFFF

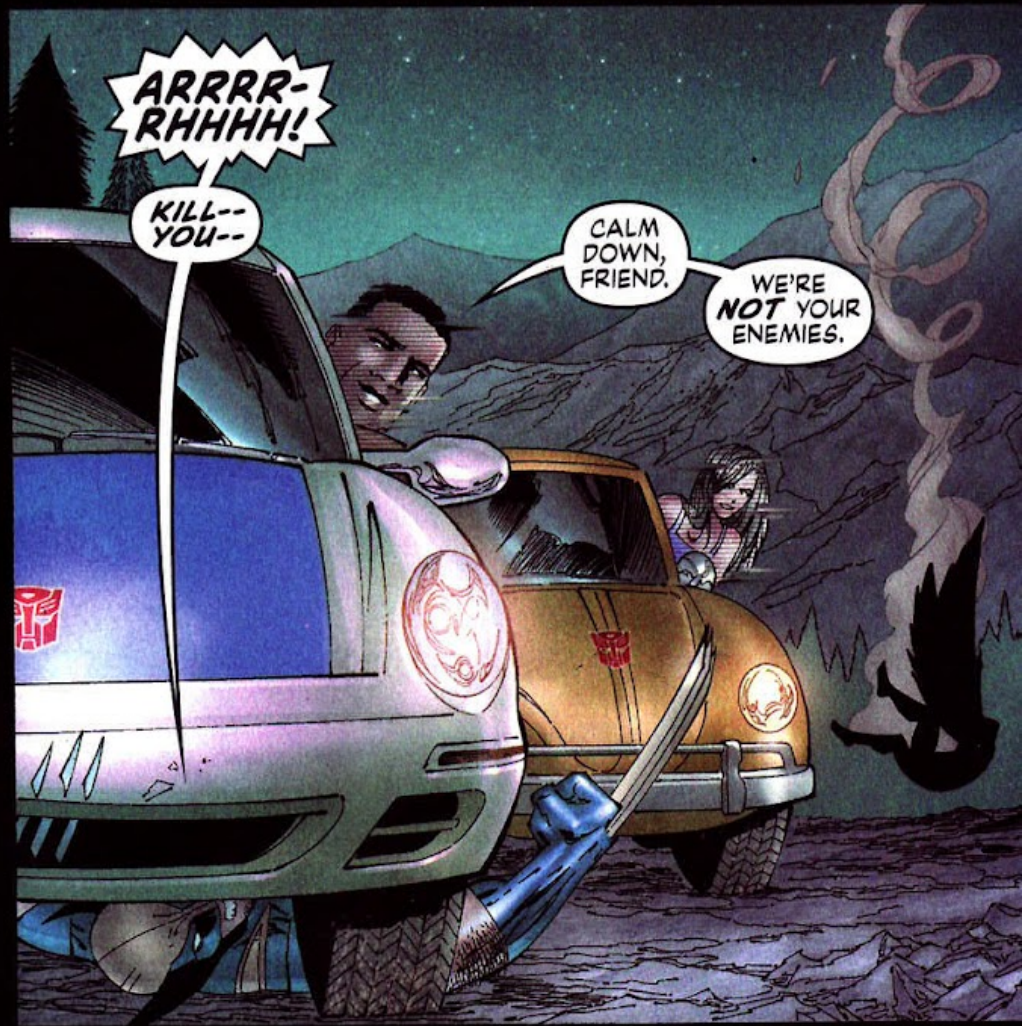
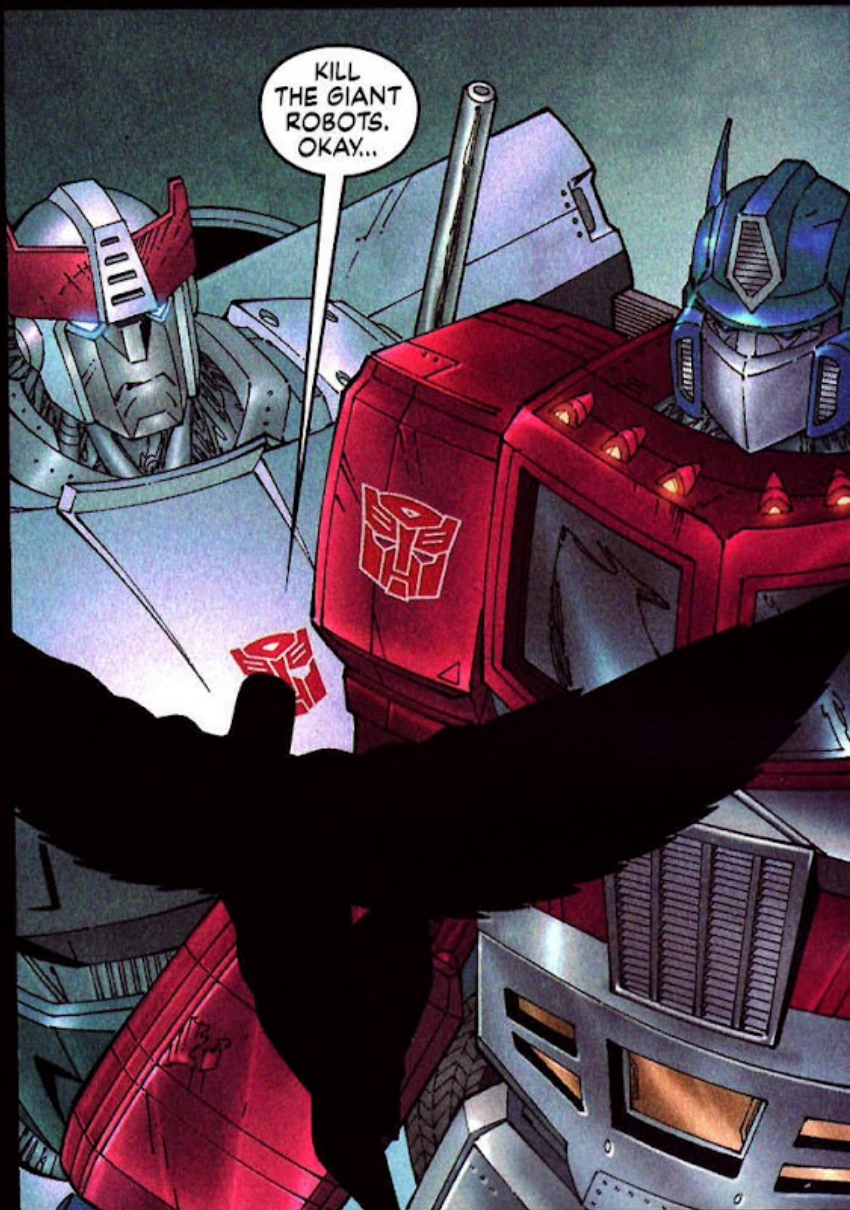
MY APOLOGIES...  
KREE WARRIOR.

"STANDARD HUMAN CONTAINMENT  
TECHNIQUES" DO NOT ALWAYS PRE-  
SERVE THE SUBJECT'S *DIGNITY*.

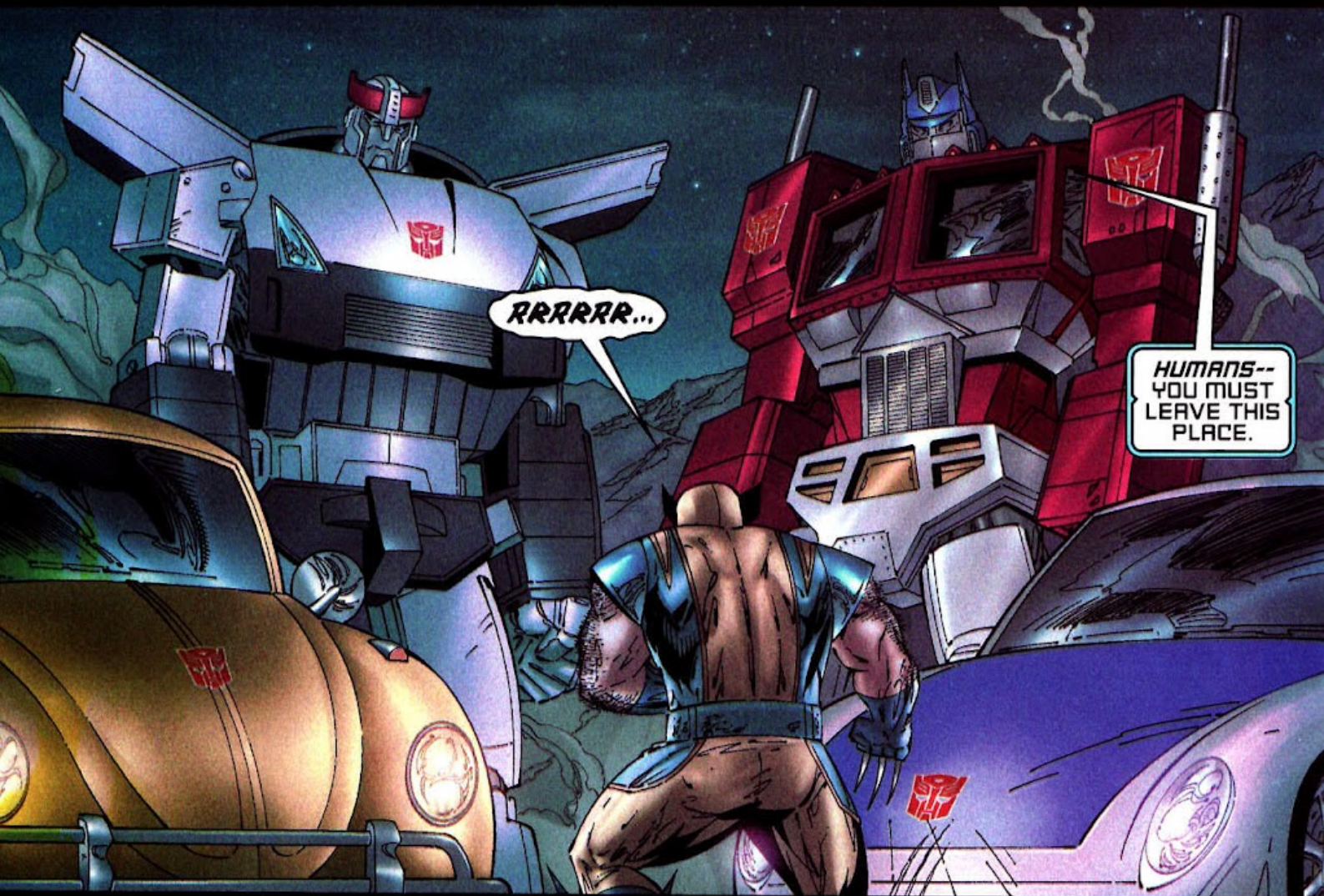




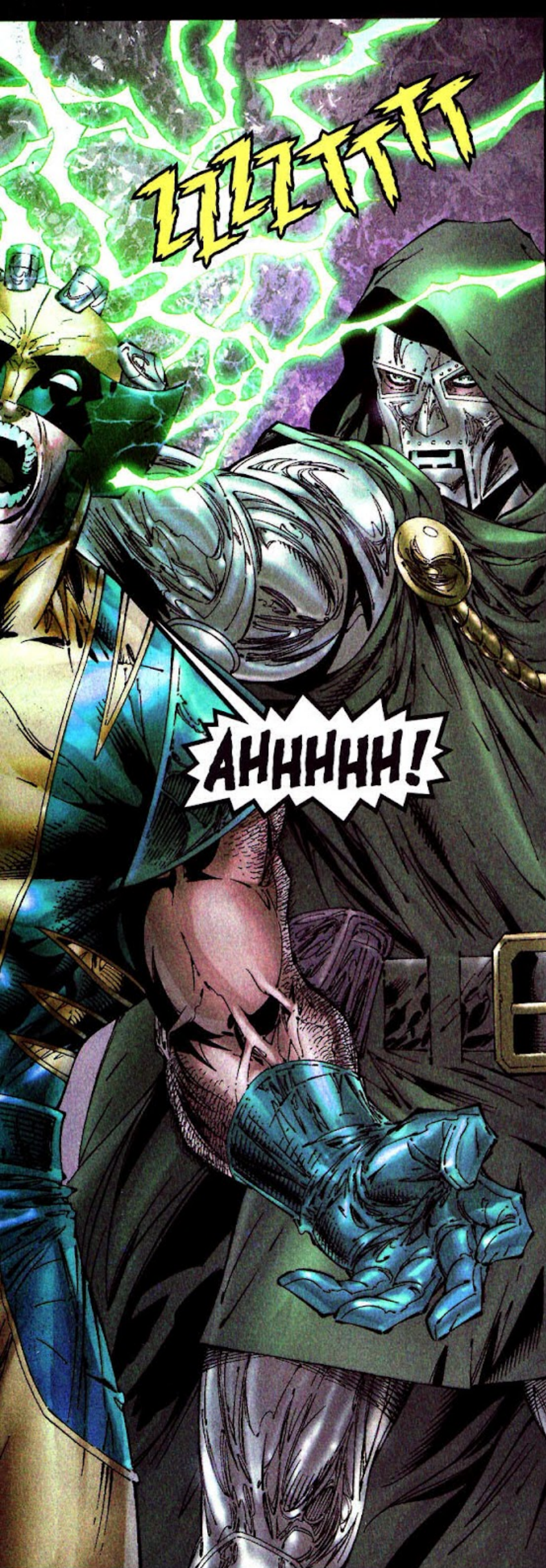
















GIVE  
THANKS...?

FOR  
ATTACKING  
US WITH GIANT  
ROBOTS?

UUHH!

CAP...  
WAIT...



LISTEN TO  
YOUR FALLEN  
COMRADE.  
MY NAME IS  
**RATCHET**.

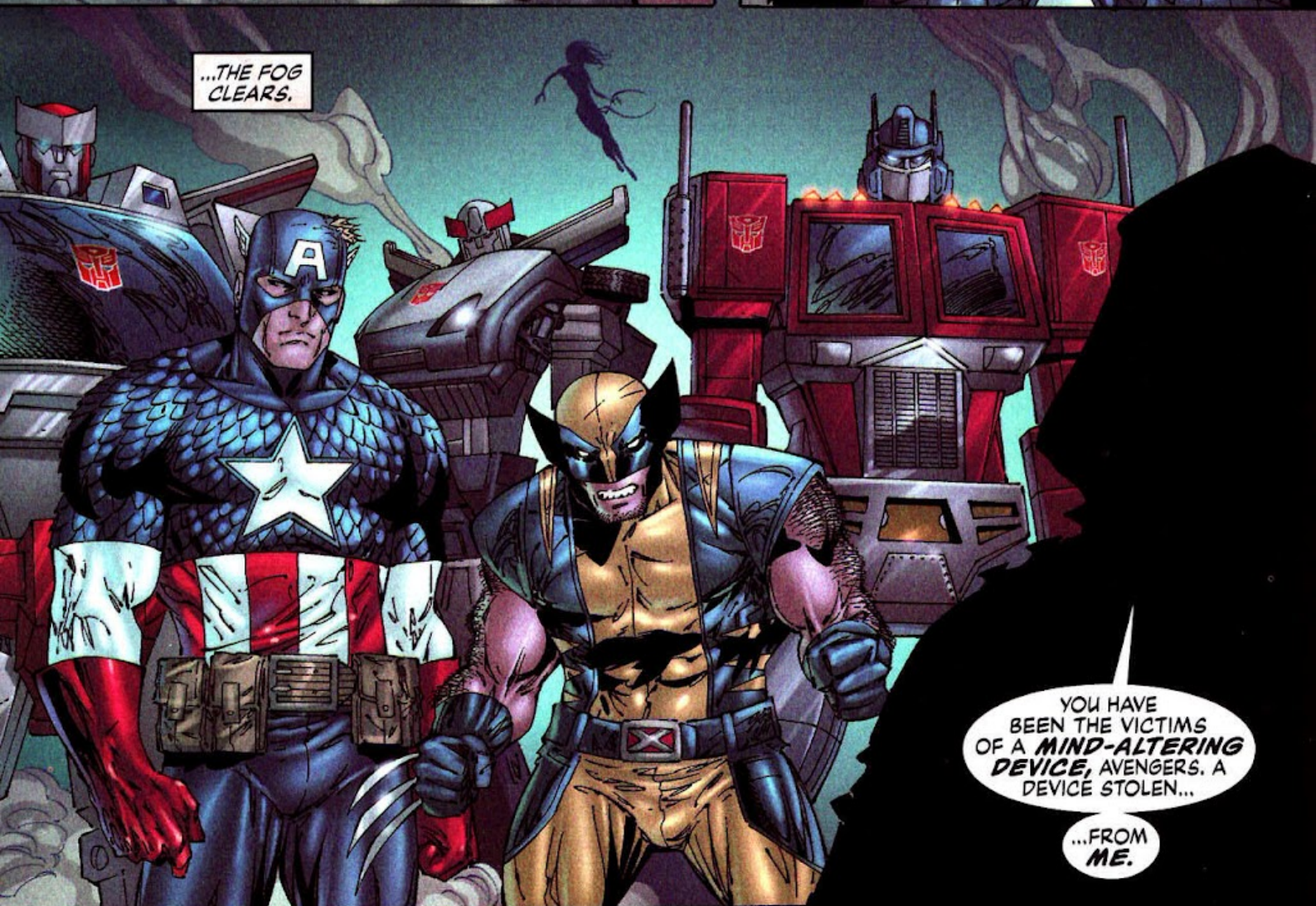
THE TECHNOLOGY  
I'M PLACING ON YOU IS  
**GENTLER** THAN YOUR  
FELLOW HUMAN'S  
METHODS...BUT IT  
SHOULD HAVE A  
SIMILAR EFFECT.

SPK



THE ENGINES  
OF WAR.

SOME-  
TIMES  
THEY  
**STOP**,  
AND  
JUST  
LIKE  
THAT...



...THE FOG  
CLEARS.

YOU HAVE  
BEEN THE VICTIMS  
OF A **MIND-ALTERING  
DEVICE**, AVENGERS. A  
DEVICE STOLEN...

...FROM  
**ME**.



EXAMINE  
THESE  
INHIBITORS,  
HUMAN.

I DESIGNED THEM  
MYSELF--TO PROTECT  
YOU FROM THE  
AGGRESSION WAVE.

NO!  
I'LL NEVER  
WEAR ONE OF  
THOSE  
THINGS.

I'VE  
BEEN MIND-  
CONTROLLED  
*BEFORE...*

ZZZT

...NEVER  
AGAI--

AAAAHHH!

DOOM, IF  
YOU HURT ONE MORE  
AVENGER--I WON'T BE  
RESPONSIBLE FOR  
WHAT HAPPENS.

NOW...*SOMEONE*  
BETTER EXPLAIN WHAT'S  
GOING ON.

IT IS A  
SIMPLE,  
SAD STORY,  
HUMAN.

WE AUTOBOTS  
HAVE STOOD  
AGAINST THE  
DECEPTICONS  
FOR *EONS*.

THEY USE  
DEVICES  
LIKE *THIS*  
TO EXPLOIT  
WORLDS--  
DRIVE THE  
POPULACE  
TO WAR...

...THEN  
STRIP THOSE  
DEVASTATED  
WORLDS OF  
ENERGON  
FUEL.



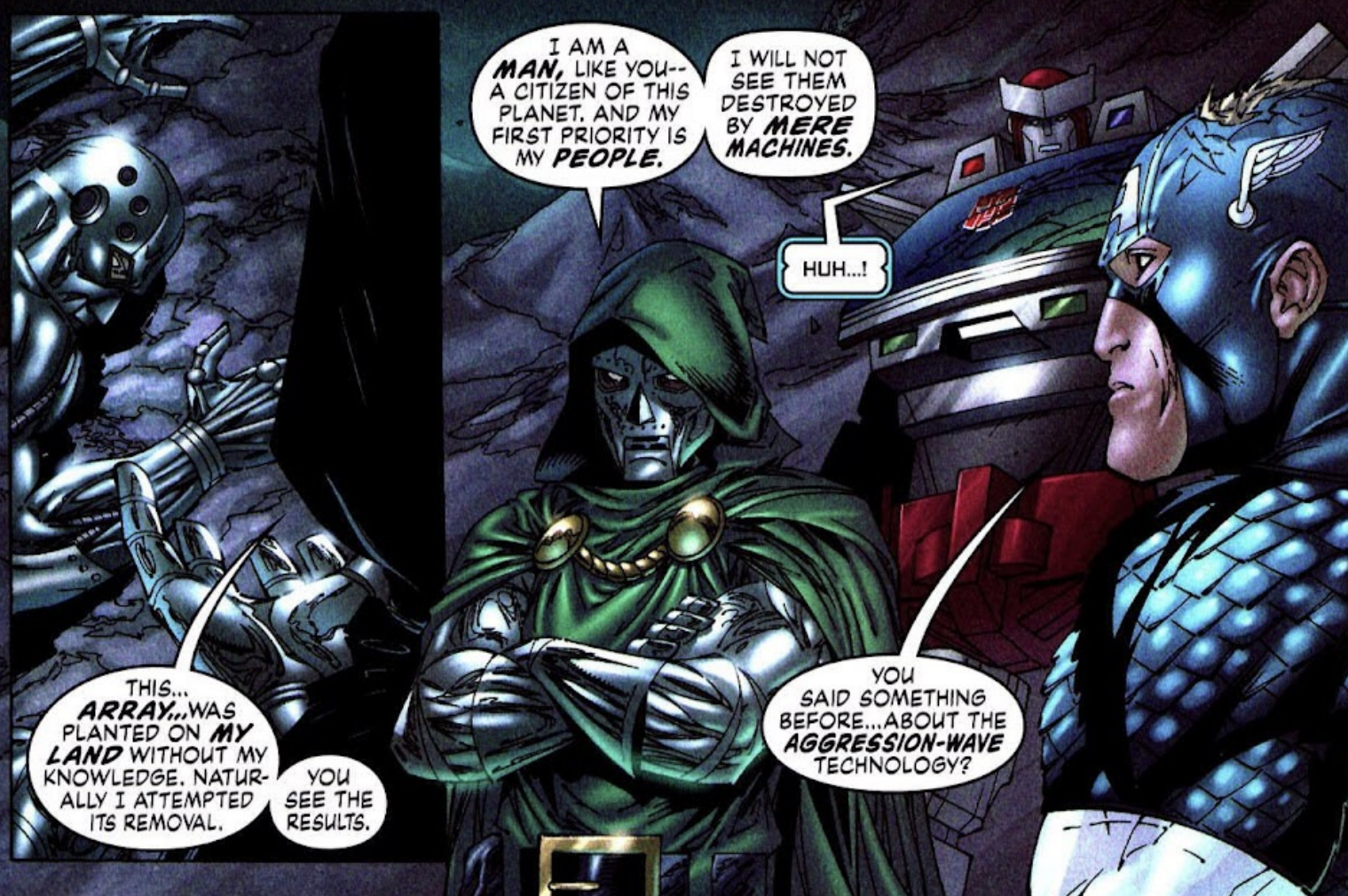


I...I'VE SEEN THOSE WORLDS. DURING MY TIME OUT IN SPACE, WITH THE STAR-JAMMERS.

PLANET-SIZED, EMPTY HUSKS. DRAINED OF ALL RESOURCES... ALL LIFE...

BIG, OUTER-SPACE ROBOT WAR. GOT IT.

SO WHAT'S **DOOM** GOT TO DO WITH IT?



I AM A **MAN**, LIKE YOU-- A CITIZEN OF THIS PLANET. AND MY FIRST PRIORITY IS MY **PEOPLE**.

I WILL NOT SEE THEM DESTROYED BY **ME** **MACHINES**.

HUH...!

THIS... **ARRAY**... WAS PLANTED ON MY **LAND** WITHOUT MY KNOWLEDGE. NATURALLY I ATTEMPTED ITS REMOVAL.

YOU SEE THE RESULTS.

YOU SAID SOMETHING BEFORE...ABOUT THE **AGGRESSION-WAVE** TECHNOLOGY?



YES. THREE MONTHS AGO, A VERSION OF MY MIND-CONTROLLING **PSYCHO-PRISM** WAS STOLEN FROM A NEARBY LABORATORY.

THE ITEM IN QUESTION WAS MERELY A **PROTOTYPE**--NOT DESIGNED FOR **PRECISE** MENTAL CONTROL, YET SUFFICIENT TO TWIST HUMAN MINDS INTO A **MURDEROUS RAGE**.

UH...**RATCHET**? THESE DEVICES...THEY SHOULD PROTECT US?

I DESIGNED THEM BASED ON MY RECENT ANALYSES OF HUMAN PHYS--

**NO!**





I WON'T WEAR THAT THING!

EASY, GIRL.

HOLD HER A MOMENT, LUKE.

IRON MAN, ARE YOU MONITORING THIS?

COPY, CAP.

WITH MY INTEREST IN TECH, I'VE BEEN MONITORING RUMORS FOR SOME TIME OF EXTRATERRESTRIAL ROBOTS LIVING COVERTLY AMONG US.

THIS CONFIRMS IT.

...CAN YOU VET IT FOR US?

HMM...LOOKS LIKE A SIMPLE SYNAPSE REGULATOR, WITH A LOW-LEVEL SEROTONIN INHIBITOR.

SHOULD BE HARMLESS ENOUGH, CAP.

YOU HEARD HIM, CAROL. IT'S SAFE TO WEAR...

...PLEASE?



Ten minutes later...

THAT'S  
IT. DEEP  
BREATHS.

THAT WAVE  
HIT **YOU AN' ME** THE  
HARDEST. YOU, BECAUSE  
OF YOUR HALF-**KREE**  
**DNA...AN' ME...**

...'**CAUSE**  
I'M JUST A  
**NASTY** PIECE  
OF WORK.

IF **THESE**  
ARE THE PLANES  
THAT HAVE BEEN  
SHELLING SYMKARIA,  
THEY ARE **NOT**  
MINE.

THEY'RE  
**DECEPTICONS.**  
ROBOTS IN  
DISGUISE.

THESE ARE  
**SKYWARP...**  
AND **THUNDER-**  
**CRACKER.**

SO THIS  
WHOLE WAR  
IS JUST A  
**SETUP!**

THAT WON'T  
STOP IT FROM  
ERUPTING INTO  
UTTER CHAOS--  
IN JUST UNDER  
FOURTEEN  
HOURS.

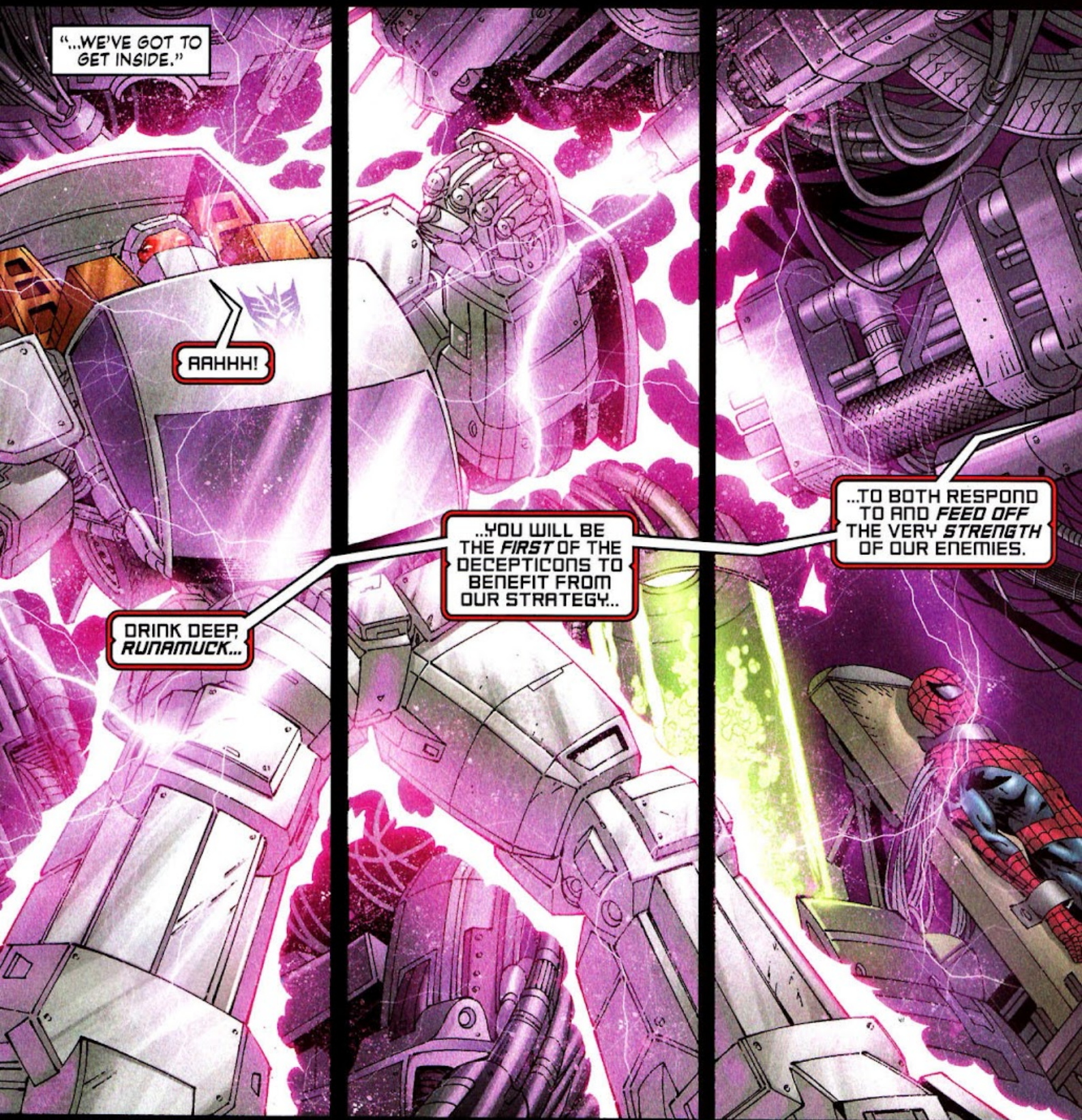
AREN'T  
WE FORGETTIN'  
SOMETHING  
ELSE?

**SPIDER-MAN'S**  
STILL **TRAPPED** IN  
THERE!

I'M  
NOT FORGET-  
TING A **THING,**  
LOGAN.

EVERYTHING HERE  
ADDS UP TO A **SINGLE**  
**OBJECTIVE...**





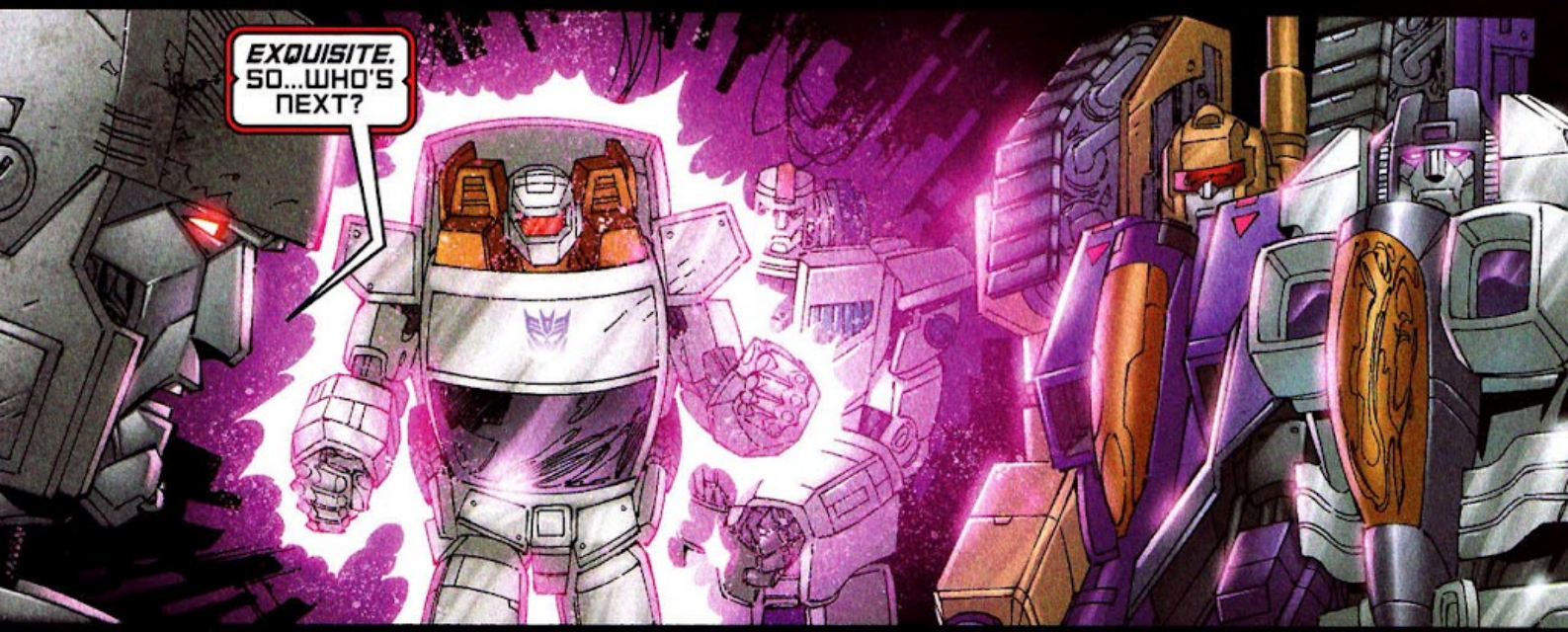
"...WE'VE GOT TO  
GET INSIDE."

RAHHH!

DRINK DEEP  
RUNAMUCK...

...YOU WILL BE  
THE *FIRST* OF THE  
DECEPTICONS TO  
BENEFIT FROM  
OUR STRATEGY...

...TO BOTH RESPOND  
TO AND *FEED OFF*  
THE VERY *STRENGTH*  
OF OUR ENEMIES.




EXQUISITE.  
SO...WHO'S  
NEXT?









STEP INTO  
THE CHAMBER,  
SKYWARP  
WHILE I EXPLAIN  
TO OUR "GUEST"  
ABOUT *POWER*...


...AND THE  
*TRUE* PRICE  
TO BE PAID.



WE DECEPTICONS  
HAVE RAVAGED MANY  
WORLDS, HUMAN.

YEAH...  
AND IF I GET  
LOOSE FROM  
HERE...

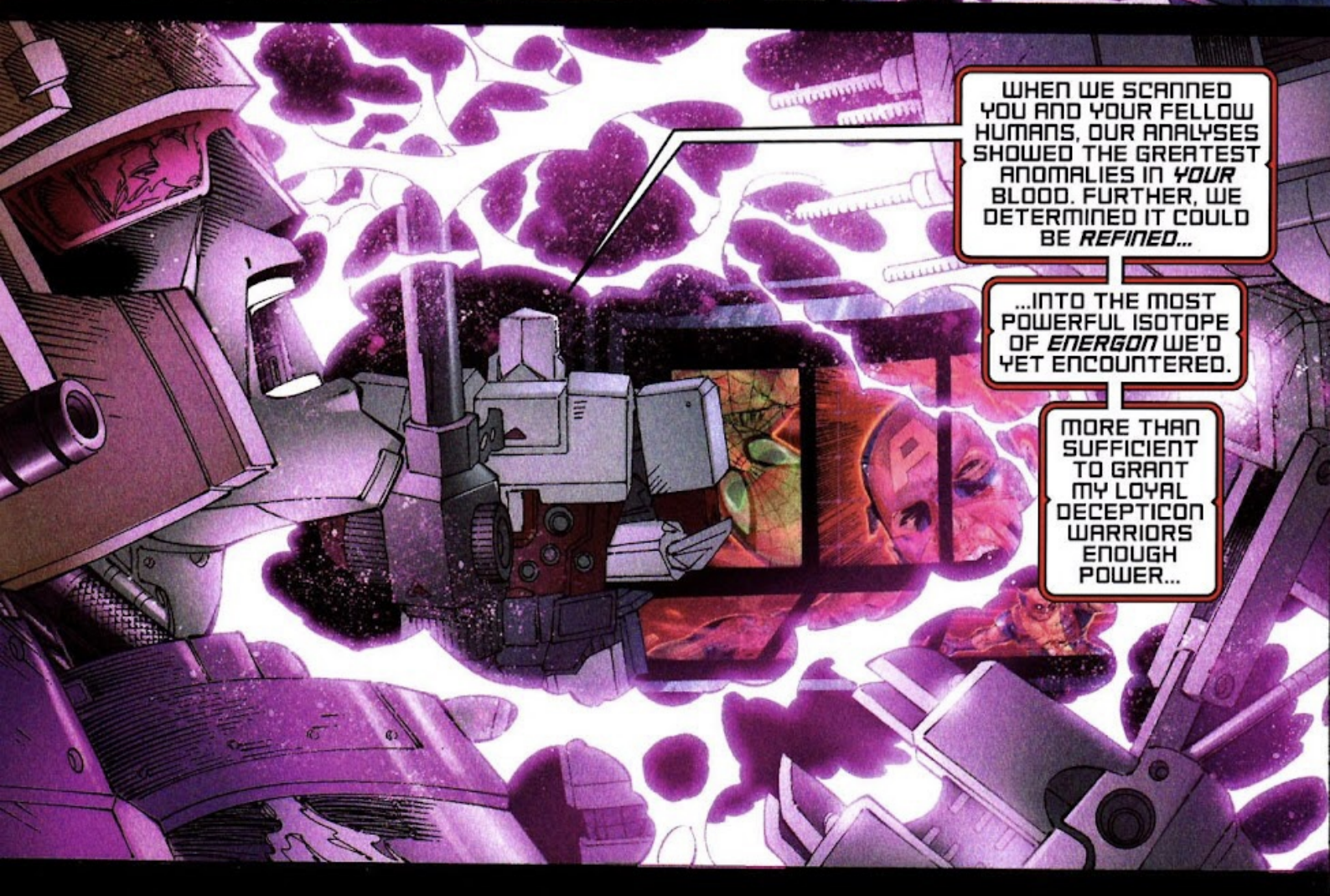
...I'M GOING  
TO RAVAGE YOUR  
FUSE BOX...!



YET *SOME* PLANETS...  
A PRECIOUS FEW...ARE  
PROTECTED BY UNIQUE  
DEFENSES. SUCH AS YOU  
AND YOUR FELLOW  
*SUPERHUMANS*.

IN THESE RARE CASES, WE  
FIND A WAY TO *UTILIZE* THOSE  
ABILITIES--EVEN *SIPHONING*  
THEM INTO OURSELVES--TO  
USE AGAINST OUR ENEMIES.

WE CALL THIS  
OUR "*MIRROR  
RESPONSE  
MODE*."

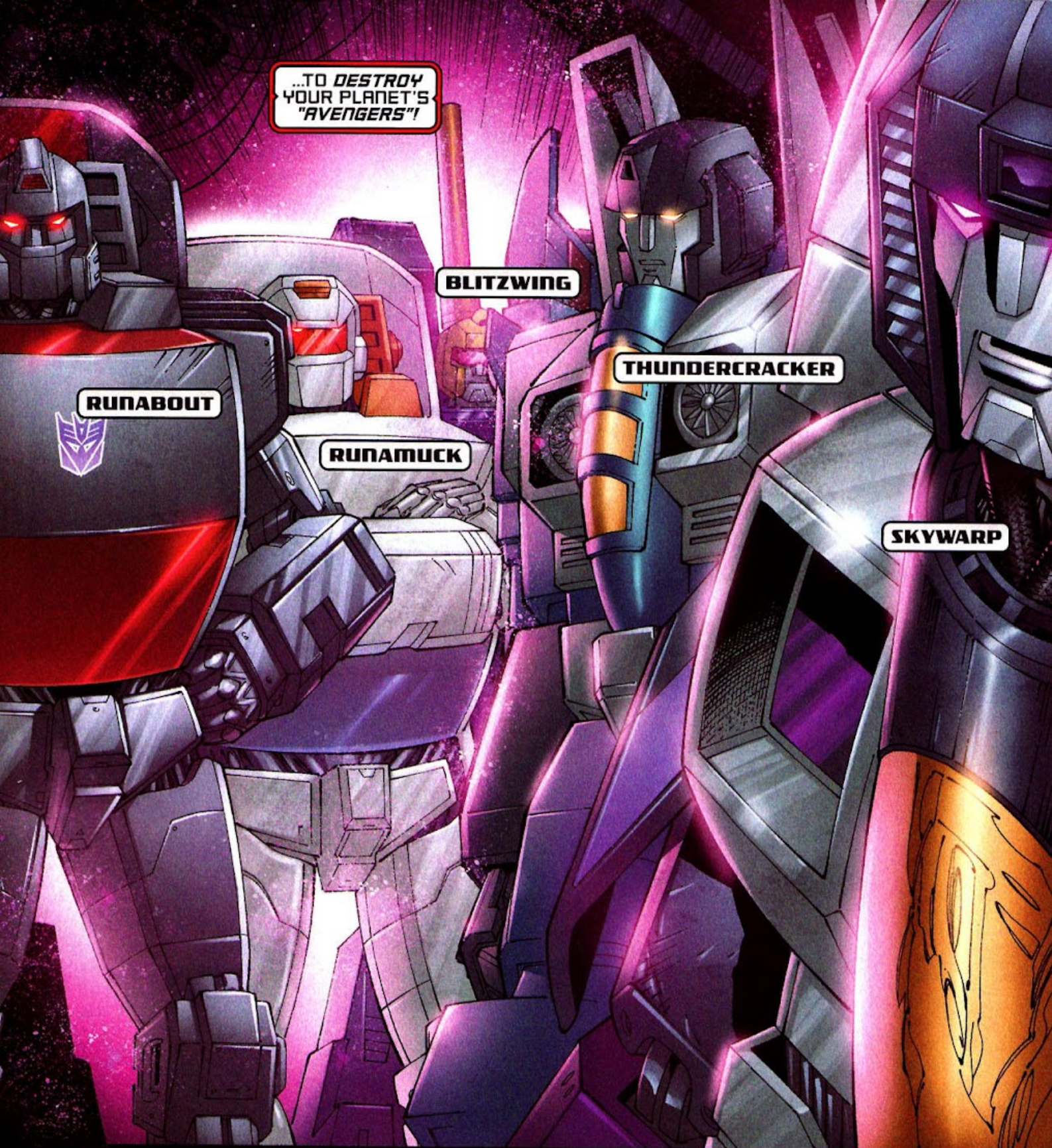


WHEN WE SCANNED  
YOU AND YOUR FELLOW  
HUMANS, OUR ANALYSES  
SHOWED THE GREATEST  
ANOMALIES IN *YOUR*  
BLOOD. FURTHER, WE  
DETERMINED IT COULD  
BE *REFINED*...

...INTO THE MOST  
POWERFUL ISOTOPE  
OF *ENERGON* WE'D  
YET ENCOUNTERED.

MORE THAN  
SUFFICIENT TO GRANT  
MY LOYAL  
DECEPTICON  
WARRIORS  
ENOUGH  
POWER...





...TO DESTROY  
YOUR PLANET'S  
"AVENGERS"!

BLITZWING

RUNABOUT

RUNAMUCK

THUNDERCRACKER

SKYWARP



EXTERIOR SENSORS SHOW THAT  
THE *AUTOBOTS* HAVE JOINED  
THE FRAY. YOU MAY REVENGE  
YOURSELVES ON THEM AS WELL...

...BUT LEAVE  
*OPTIMUS PRIME*  
FOR ME!

HEY...  
"MEGATRON"...  
THE MORE YOU  
TRY TO SOUND  
IN CONTROL...



...THE MORE  
DESPERATE YOU  
SOUND.

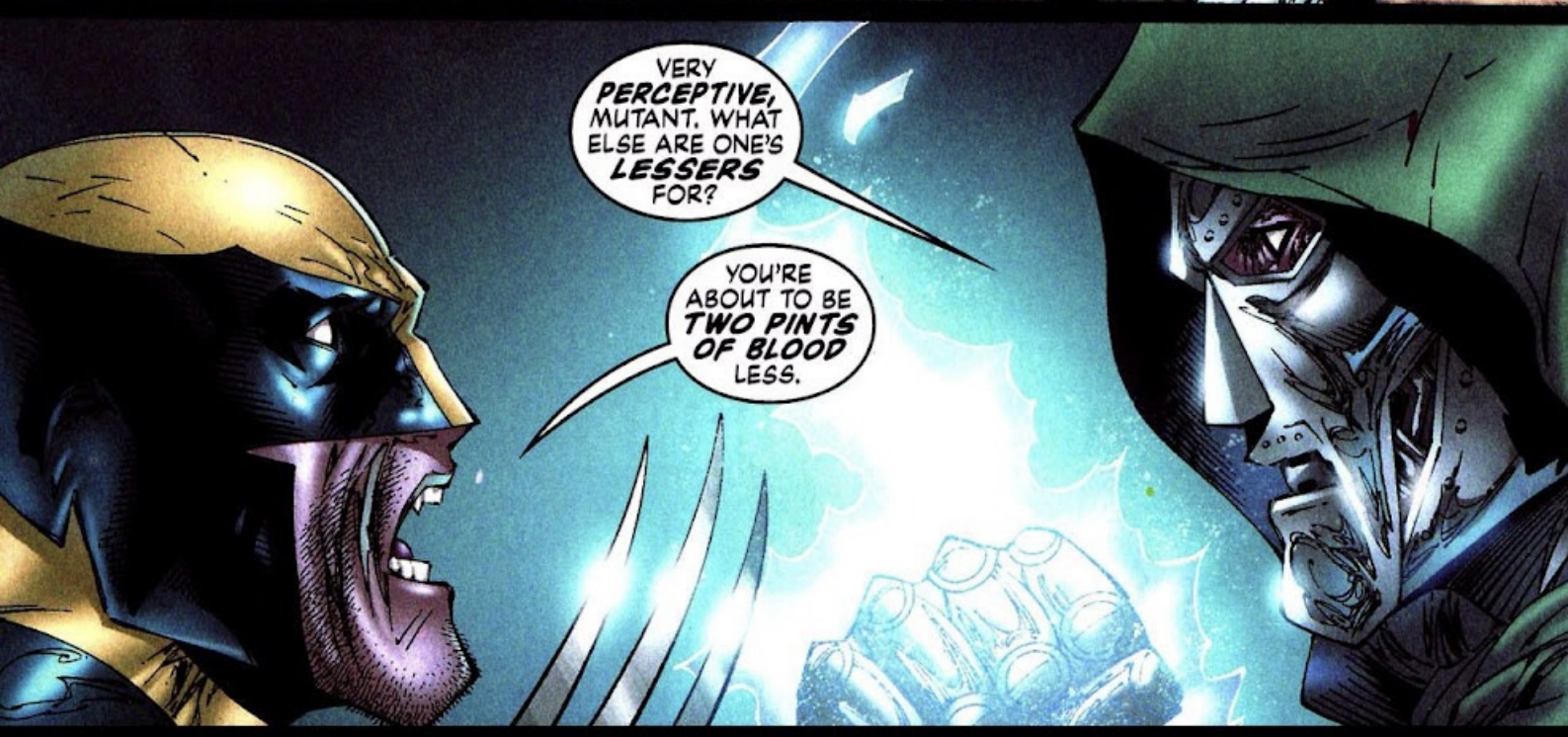
YOU  
KNOW  
THAT?



WE SHALL  
SEE, HUMAN.

WE  
SHALL  
SEE...









CAPTAIN AMERICA...THE  
ARRAY'S FORCE FIELD IS  
HOLDING. WE CANNOT  
BREAK THROUGH IT.

HOWEVER...WITH YOUR  
AID, WE AUTOBOTS MAY  
KNOW ANOTHER WAY TO--

HOW  
CHARMING.



AN  
ALLIANCE  
BETWEEN TWO  
DISGUSTINGLY  
INFERIOR  
SPECIES.

DOOM  
WILL HAVE  
NONE OF  
IT.



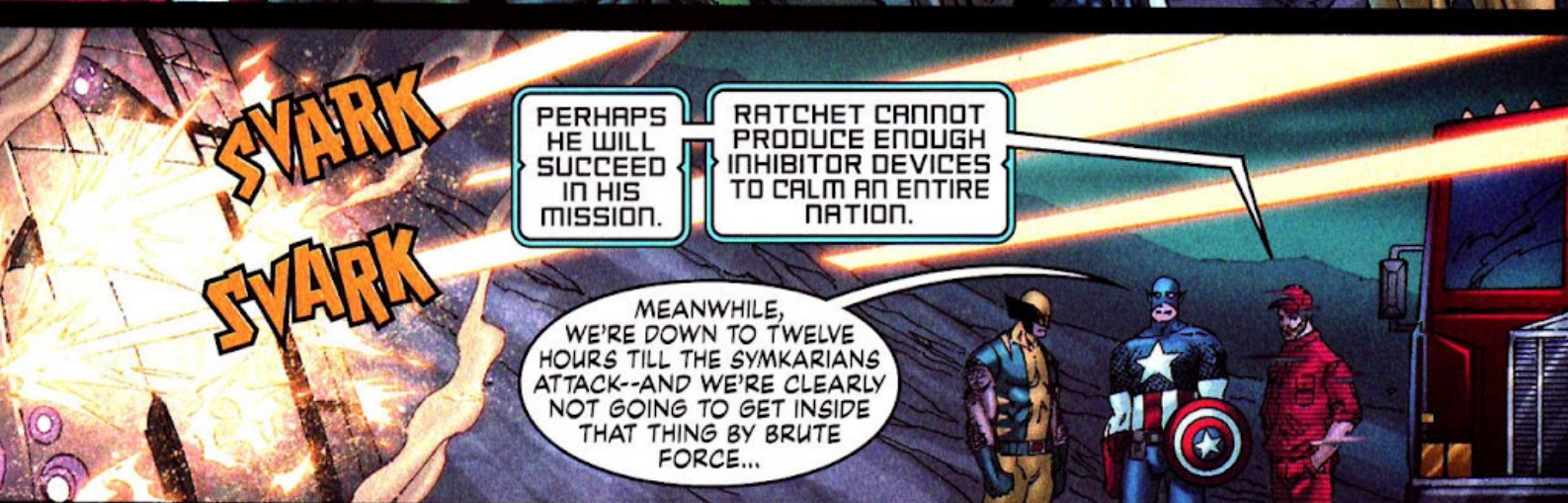
BY ALL  
MEANS, CONTINUE  
TO ATTACK THAT OBJECT  
WITH YOUR *STICKS*  
AND *STONES*.

I  
WILL TRAVEL  
TO SYMKARIA...  
AND BROKER A  
*DIPLOMATIC*  
SOLUTION.



DO WE  
*TRUST* THAT  
GUY?

NO,  
BUT WE'VE  
GOT OUR  
HANDS FULL  
HERE.



SYARK  
SYARK

PERHAPS  
HE WILL  
SUCCEED  
IN HIS  
MISSION.

RATCHET CANNOT  
PRODUCE ENOUGH  
INHIBITOR DEVICES  
TO CALM AN ENTIRE  
NATION.

MEANWHILE,  
WE'RE DOWN TO TWELVE  
HOURS TILL THE SYMKARIANS  
ATTACK--AND WE'RE CLEARLY  
NOT GOING TO GET INSIDE  
THAT THING BY BRUTE  
FORCE...





COMING FROM THE ARRAY...  
**DECEPTICONS!**



AVENGERS  
**ASSEMBLE!**



AUTOBOTS,  
ROLL OU--  
**AAAAH!**

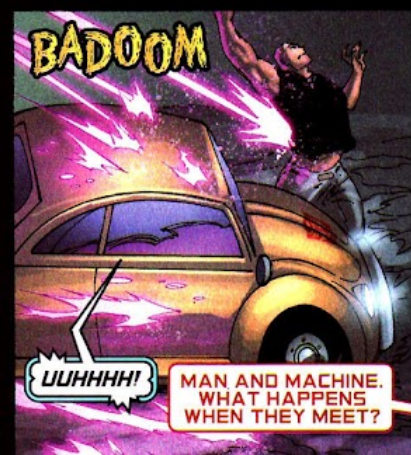


**CHKOOM**



**PRIME!**

THAT'S--IMPOSSIBLE.  
THUNDERCRACKER'S  
NEVER HAD THAT KIND  
OF FIREPOWER BEFORE--



**BADOOM**

UUHHHH!

MAN AND MACHINE.  
WHAT HAPPENS  
WHEN THEY MEET?



YOU CALL IN  
AN EXPERT...



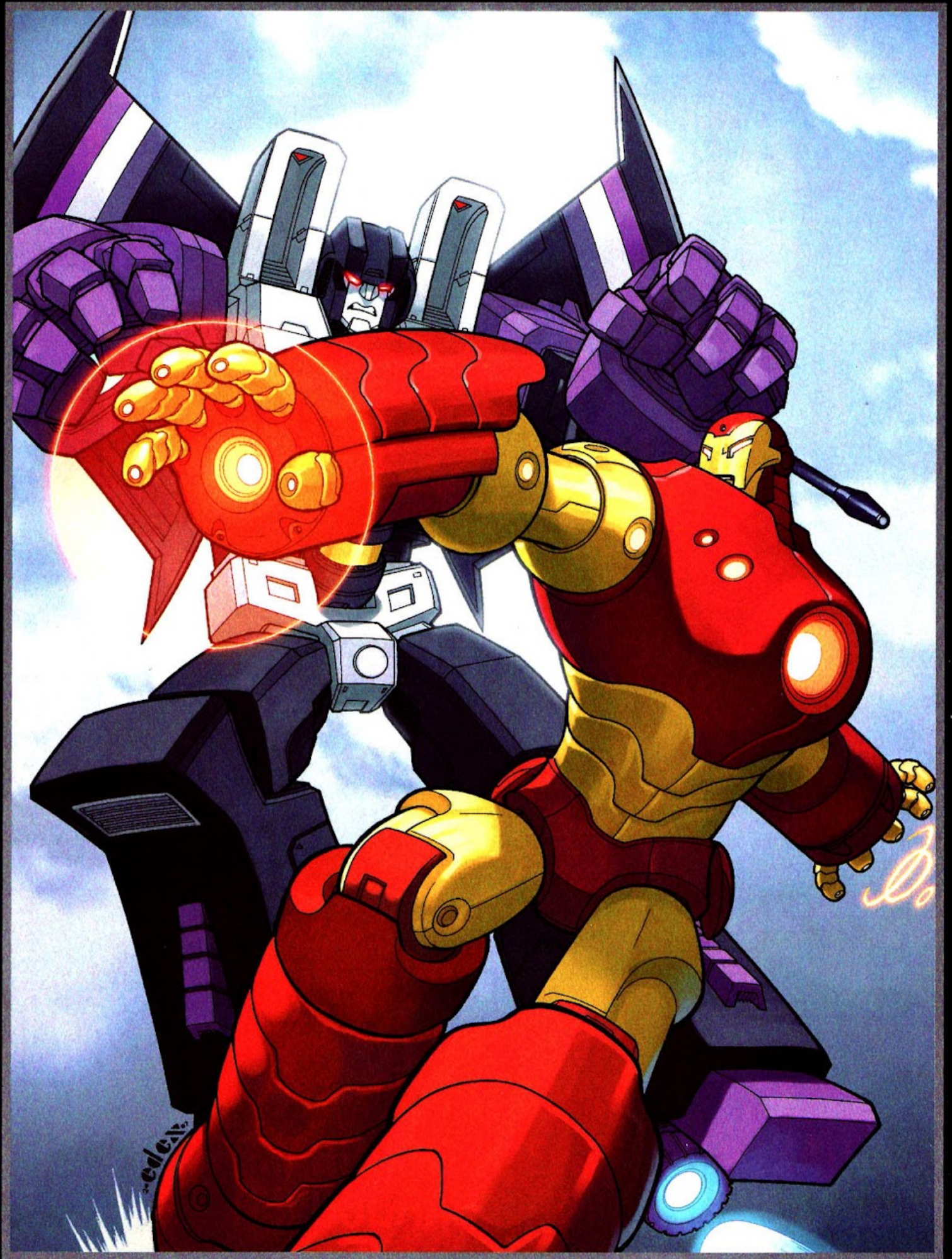
...KNOW  
ANYBODY  
LIKE  
THAT?



**TO BE  
CONTINUED!**



# NEXT ISSUE:



# DID SOMEONE SAY GIANT ROBOTS?!



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3 of 4

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powerhouse



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Alien-altered  
warrior



**THE FALCON**  
Aerial expert

**COUNTDOWN TO LATVERIAN/  
SYMKARIAN WAR: T MINUS  
5 HOURS, 38 MINUTES.**

The European nations of SYMKARIA and LATVERIA stand on the brink of a devastating war. Investigating the crisis, CAPTAIN AMERICA and the NEW AVENGERS find a mysterious structure called the Array, which is saturating the two countries with mind-altering radiation. Its "Aggression Wave" nearly leads the Avengers to destroy themselves — and Spider-Man is taken captive within the Array.

Then OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots who can alter their bodies into vehicles — intervene. Prime explains that the Array is a weapon of MEGATRON and his DECEPTICONS, the Autobots' ancient enemies. The Decepticons hope to prod humanity into a self-destructive war, then strip Earth of its precious Energon fuel.

DOCTOR DOOM, despotic ruler of Latveria, claims not to be involved in the Decepticons' plan. Instead, he claims the Decepticons' mind-altering psycho-prism was stolen from one of his laboratories. Disgusted with the Avengers' and Autobots' efforts, Doom leaves, promising to avert the war through diplomacy.


Inside the Array, Megatron charges up his Decepticons with a special fuel derived from the captive Spider-Man's blood. The Decepticons attack, far more powerful than the Autobots have ever seen. But the Avengers have a secret weapon of their own...



**OPTIMUS PRIME**  
Commander  
in chief



**PROWL**  
Unit  
commander



**BUMBLEBEE**  
Intelligence



**RATCHET**  
Medic



**JAZZ**  
Communi-  
cations



**WHEEL-  
JACK**  
Engineer





MAN VS.  
MACHINE.

I'VE LIVED IN **BOTH**  
WORLDS. IF NOT FOR  
MACHINES--

--I WOULDN'T HAVE  
SURVIVED MY FIRST  
HEART ATTACK.

FZZZZAAP  
FZZZZAAP

IRON MAN

BUT WHEN THE  
LINES ARE DRAWN--

--WHEN METAL STRIKES  
FLESH, AND INNOCENT  
PEOPLE GET GROUND UP  
IN THE GEARS--

Power  
Level:  
93%.

--I KNOW WHERE I STAND.

Art by TOP COW PRODUCTIONS, INC.

STUART  
MOORE

writer

TYLER  
KIRKHAM

penciler

SAL  
REGLA

inker

ANNETTE  
KWOK

colorist

TODD  
KLEIN

letterer

ED  
MCGUINNESS  
cover artist

ALEJANDRO  
ARBONA  
asst. editor

BILL  
ROSEMAN  
editor

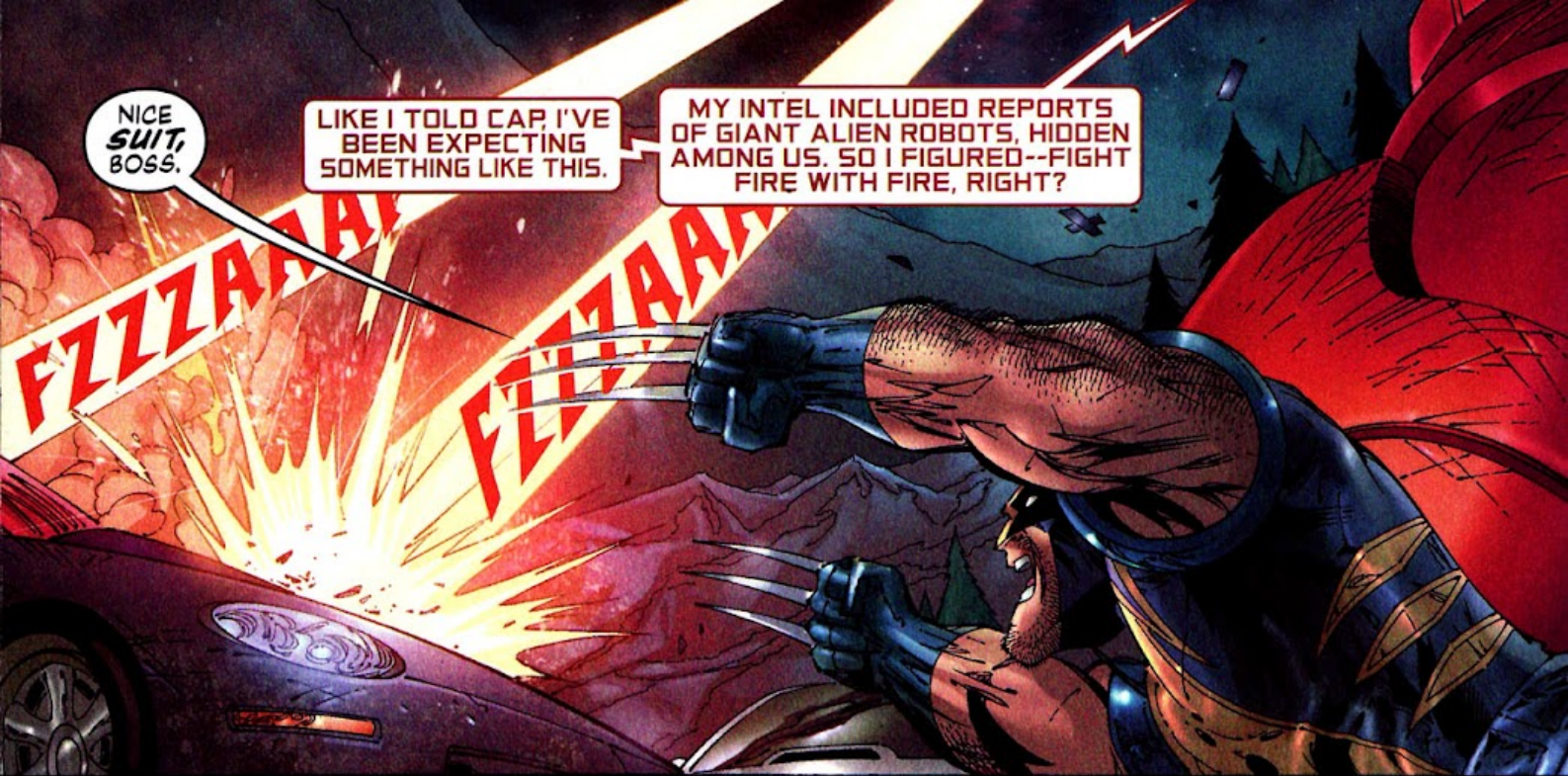
JOE  
QUESADA  
editor in chief

DAN  
BUCKLEY  
publisher



Power Level: 88%.  
WARNING: Capacitors  
at maximum, levels  
dropping.

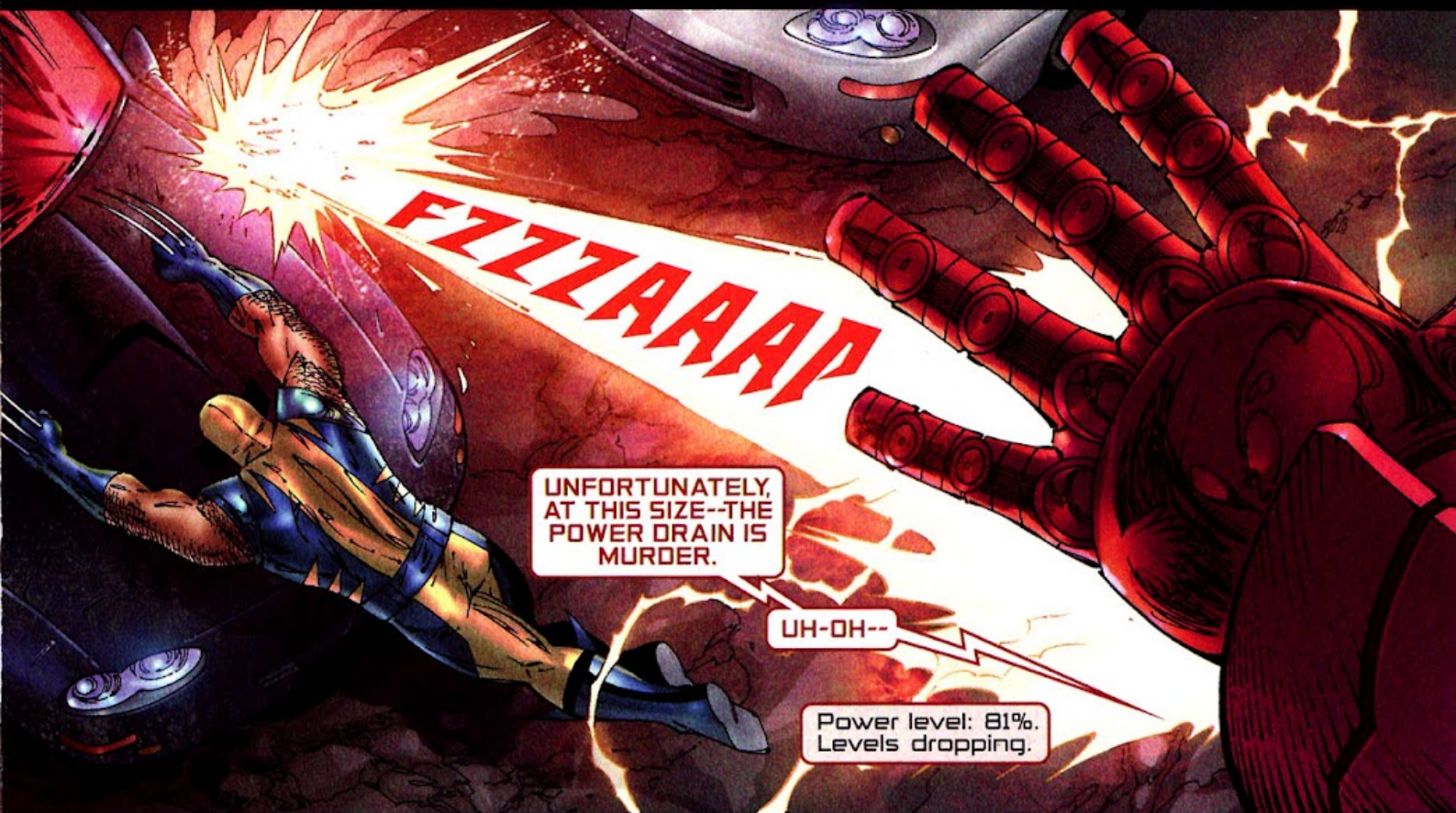




NICE  
SUIT,  
BOSS.

LIKE I TOLD CAP I'VE  
BEEN EXPECTING  
SOMETHING LIKE THIS.

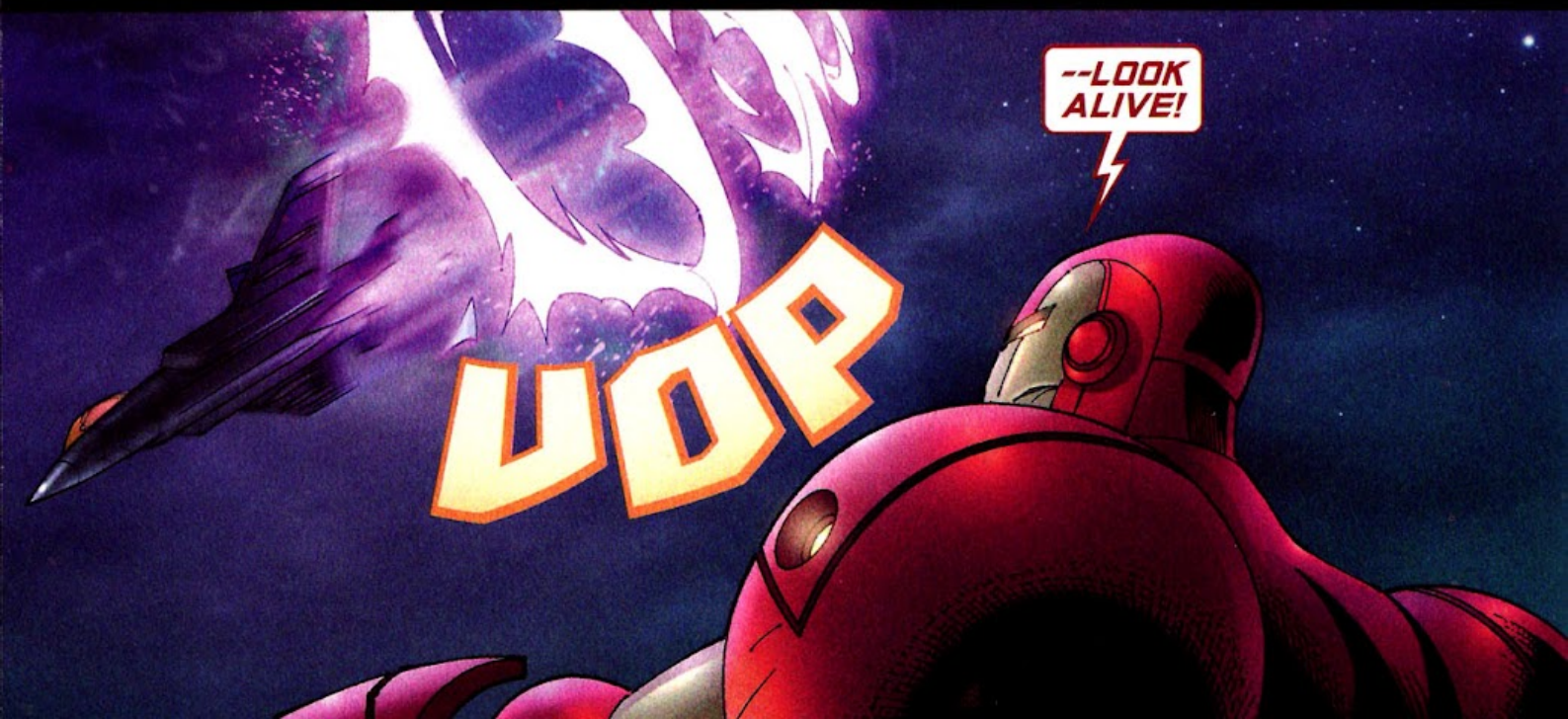
MY INTEL INCLUDED REPORTS  
OF GIANT ALIEN ROBOTS, HIDDEN  
AMONG US. SO I FIGURED--FIGHT  
WITH FIRE, RIGHT?



UNFORTUNATELY,  
AT THIS SIZE--THE  
POWER DRAIN IS  
MURDER.

UH-OH--

Power level: 81%.  
Levels dropping.



--LOOK  
ALIVE!





PRIME?

I'M...ALL RIGHT, RATCHET.

YOU MUST--GET INSIDE THE ARRAY. THAT'S THE KEY...TO ALL OF THIS...



WE'RE NOT... COORDINATING OUR STRATEGY WELL.

WHERE IS THE HUMANS' LEADER...?

HEY!



WE'RE GETTING KILLED HERE!

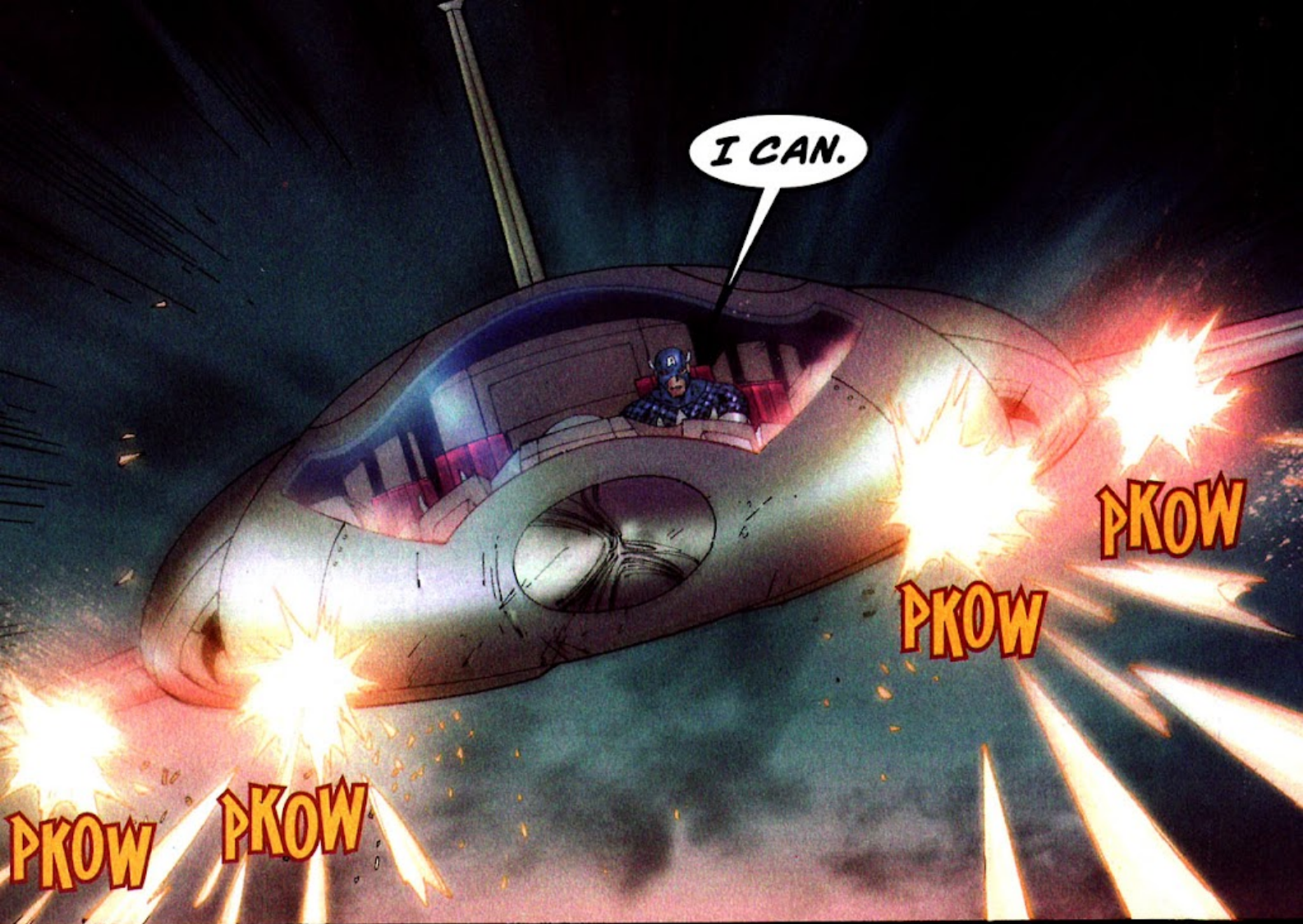
I KNOW...



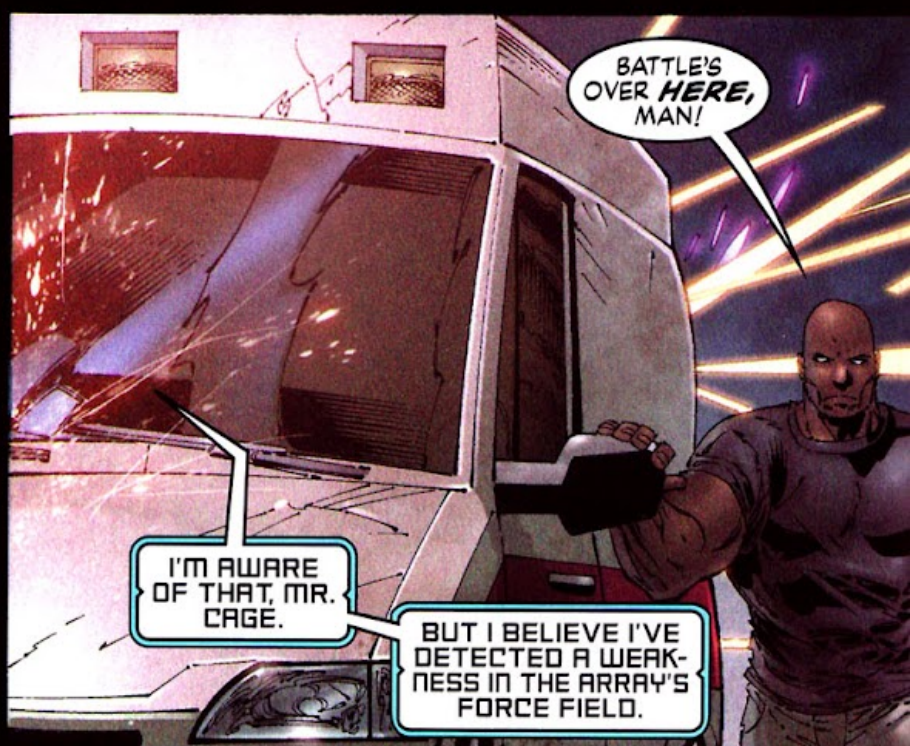
"O SAY, CAN YOU SEE--"

"--BY THE DAWN'S EARLY LIGHT?"













NO. YOU GOTTA  
HOLD THE FORT HERE--  
THAT'LL GIVE US THE TIME  
WE NEED.

DON'T  
WORRY--I'LL FIND  
SPIDEY.



REPRESENT--  
X-MEN STYLE!

**POOM  
POOM**

YOU  
GOT  
IT.

SEE YOU  
ON THE OTHER  
SIDE!



MR. CAGE--

--NOW!

HEY!





PROWL!  
WHAT  
ARE  
YOU--

YOU'VE BEEN KNOWN TO  
PUT *HUMAN* PRIORITIES  
AHEAD OF OUR OWN,  
RATCHET.

I'M HERE TO  
SEE THAT DOESN'T  
HAPPEN AGAIN.



OUR  
OBJECTIVE IS  
TO DESTROY  
THE PSYCHO-  
PRISM.

THAT'S  
ALL.



YEAH? WELL, A  
FRIEND OF MINE'S BEING  
HELD CAPTIVE IN HERE--  
MAYBE *DYING*--

--AND I DON'T THINK  
YOU'RE GONNA STOP ME  
FROM FINDIN' HIM.



PROWL...CAN  
YOU GET A  
LOCK ON THE  
PRISM?

MULTIPLE  
RADIATION  
READINGS ARE  
CONFUSING MY  
SCANNERS...BUT  
IT'S SOMEWHERE  
DOWN *THIS*  
WAY.



I AIN'T  
CONFUSED.

I'M GOING  
AFTER SPIDER-  
MAN.

PROWL...I...



SAVE IT, RATCHET.  
GO WITH THE HUMAN--  
KEEP HIM FROM GETTING  
HIS FLESHY LITTLE BODY  
CRUSHED.

I'LL JUST  
SAVE THIS PLANET  
*MYSELF*.



HE'S A  
HARD ONE. YOUR  
COMMANDING  
OFFICER?

MY SUPERIOR.

HE'S HAD HIS  
AUTHORITY DIMINISHED  
LATELY. NO FAULT OF HIS  
OWN...BUT I THINK HE'S A  
BIT SENSITIVE ABOUT IT.

HOW DO YOU  
PROPOSE TO FIND  
YOUR FRIEND?

THE CHAMBER WHERE  
THEY FIRST AMBUSHED US  
WAS DOWN THIS WAY. SO  
I'M THINKIN'--

UUUUUUHHH...

**SCREEEEEE**

WELL.

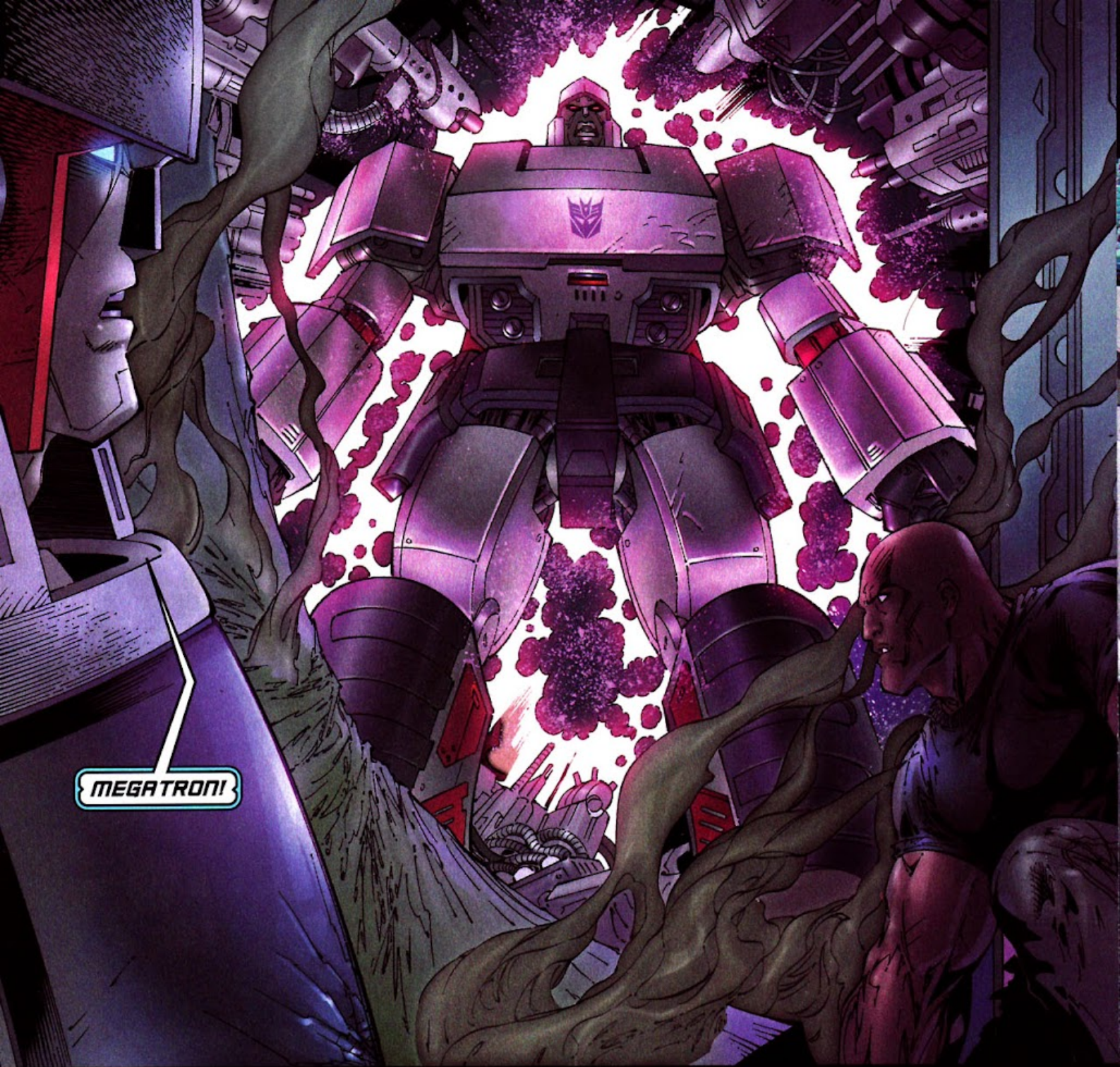
AS YOU  
HUMANS  
SAY:

WORKS  
FOR ME!

**POOM**

**BA-  
WHAM**

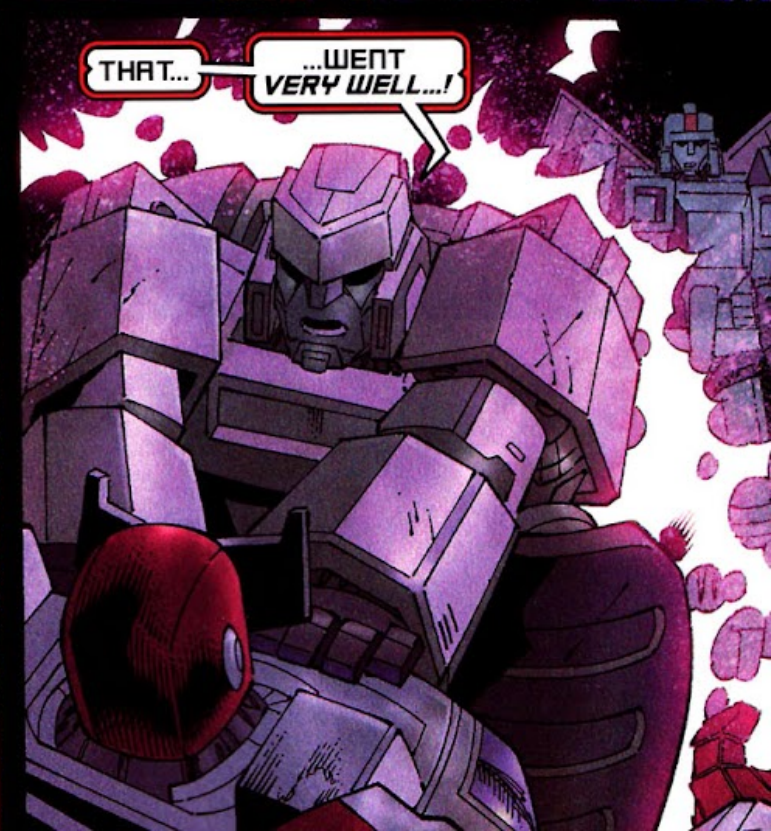
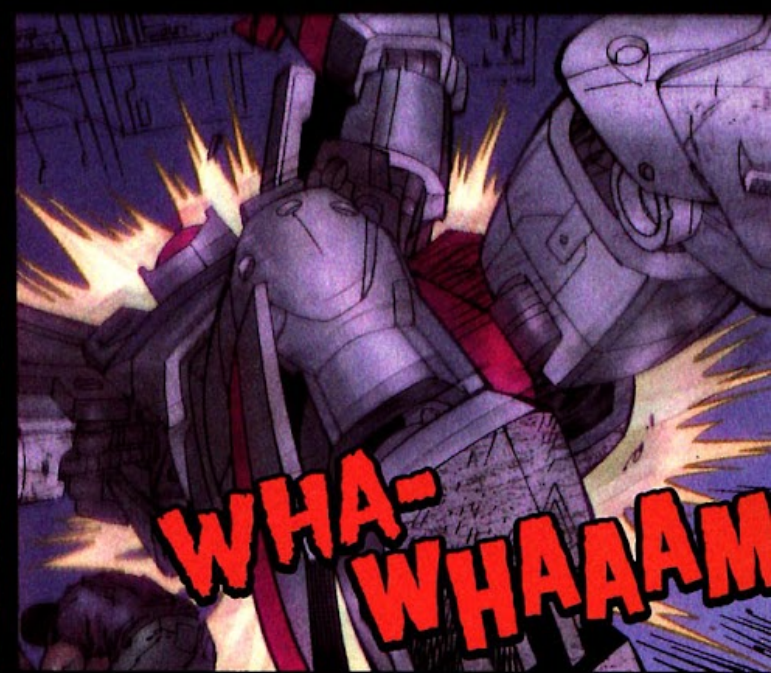
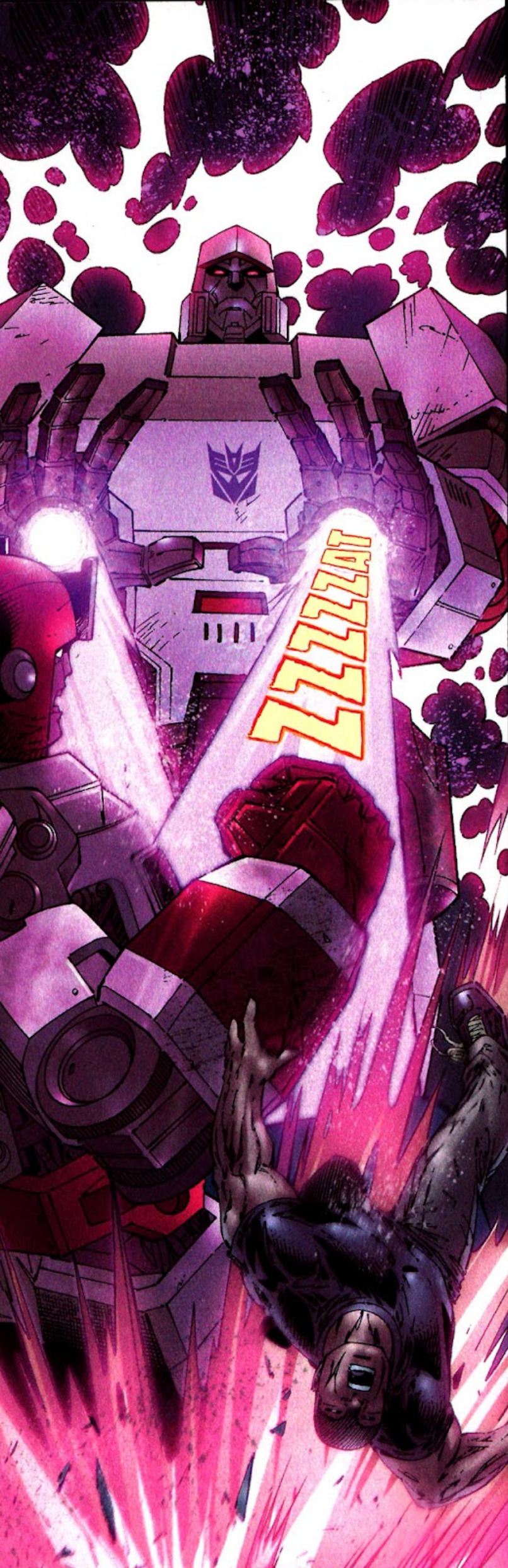




MEGATRON!







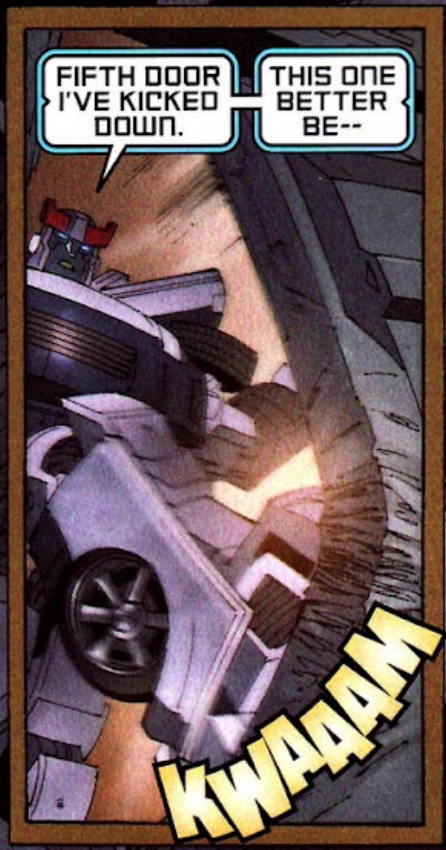
WHUMP

WHA-  
WHAAAM

THAT...

...WENT  
VERY WELL...!





FIFTH DOOR  
I'VE KICKED  
DOWN.

THIS ONE  
BETTER  
BE--

RAMJET!

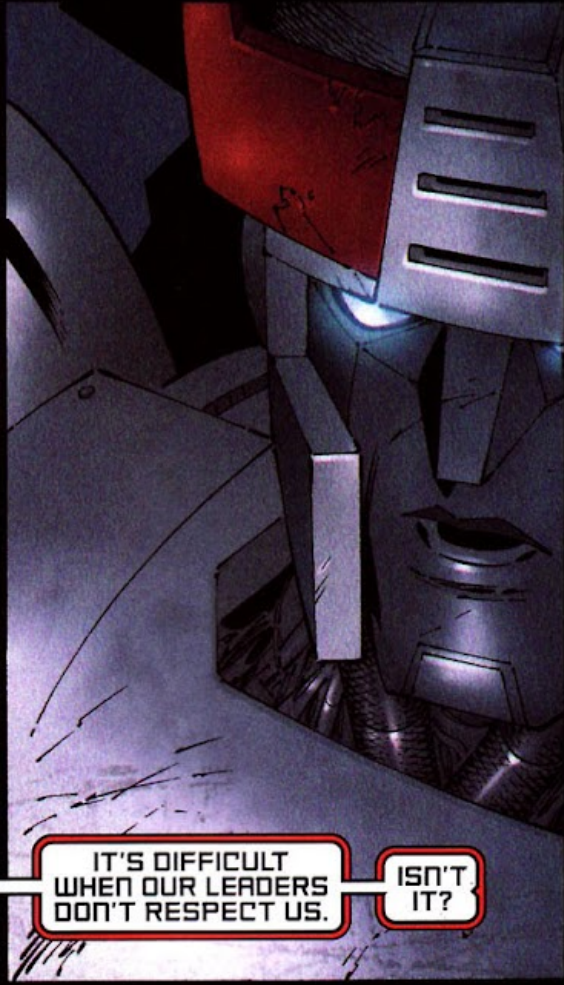
PROWL--

WHAT ARE  
*YOU* DOING  
ON EARTH?



YOU KNOW...I'VE BEEN  
ASKING MYSELF THE  
SAME QUESTION...

...EVER SINCE  
MEGATRON GAVE  
ME THIS LOWLY  
GUARD DUTY.



IT'S DIFFICULT  
WHEN OUR LEADERS  
DON'T RESPECT US.

ISN'T  
IT?



THE *PSYCHO-PRISM*. STAND  
AWAY FROM  
IT, RAMJET.

I WON'T  
ASK YOU  
TWICE.





...

ALL  
RIGHT...



ZZZZTTTTTTTT

AAAAHHHHH!



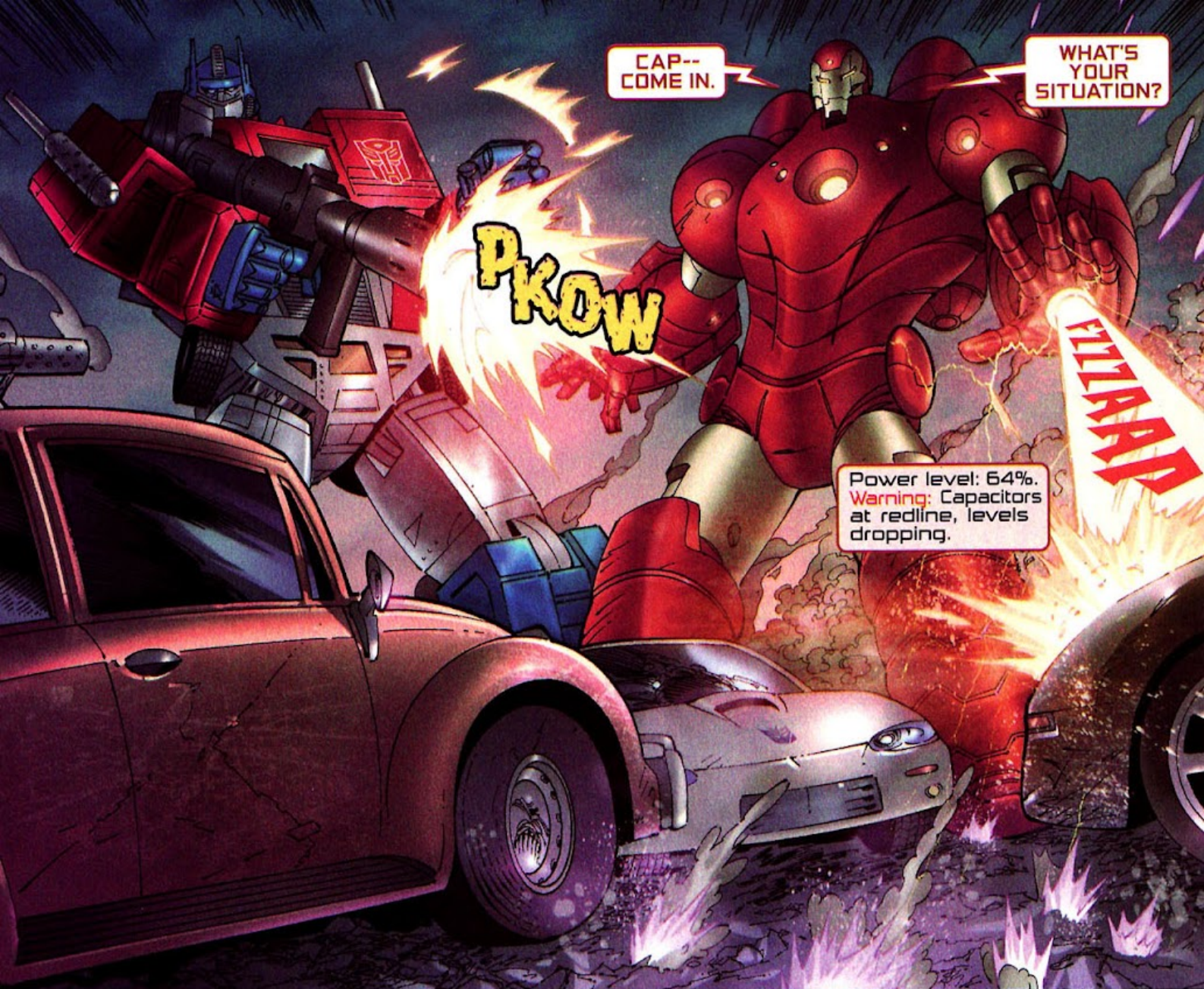
HA!

SUCKER.



MEET OUR NEW  
PARTNER.





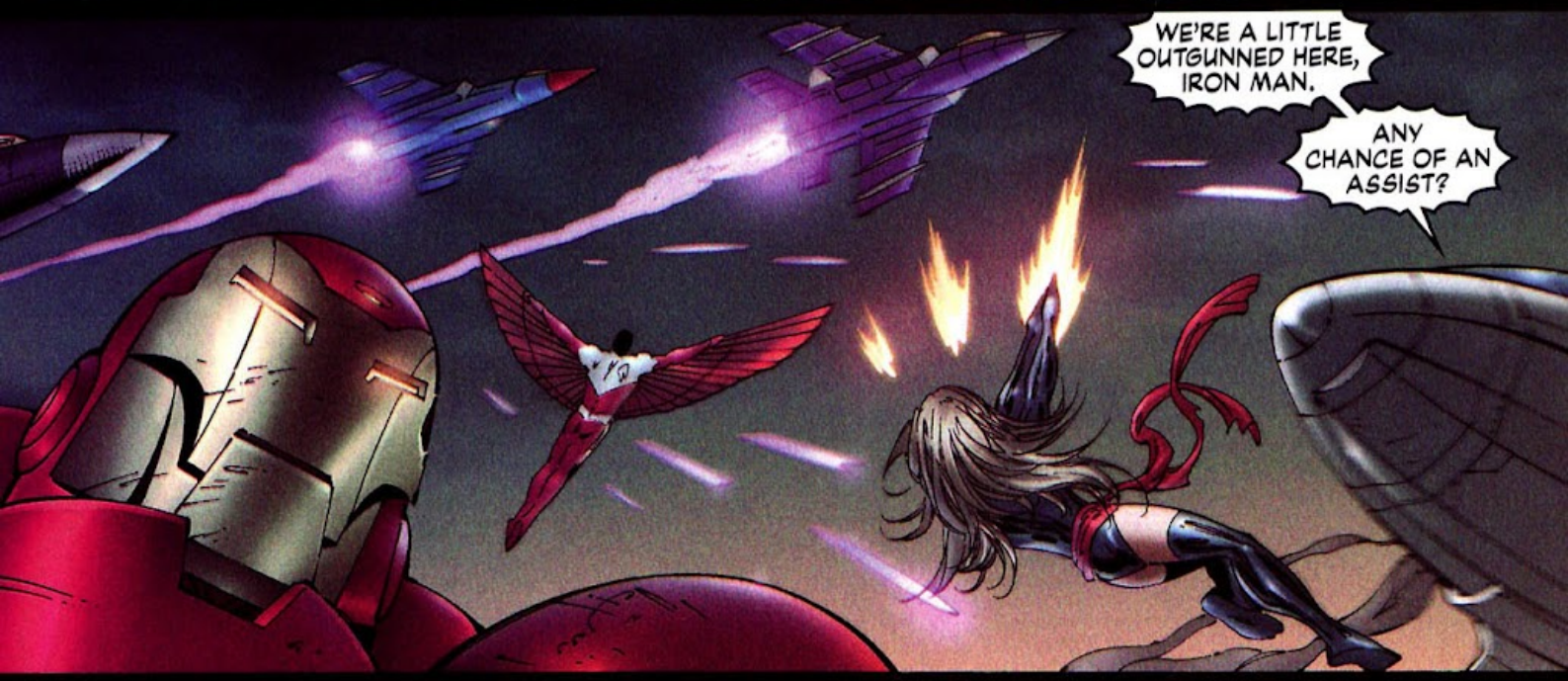
CAP-- COME IN.

WHAT'S YOUR SITUATION?

PKOW

Power level: 64%.  
Warning: Capacitors at redline, levels dropping.

VITALITY



WE'RE A LITTLE OUTGUNNED HERE, IRON MAN.

ANY CHANCE OF AN ASSIST?



SURE.

WHAK





SOMEHOW, THE DECEPTICONS HAVE ACCESS TO MORE RAW POWER THAN USUAL. WE NEED THE SAME.

IRON MAN...WHAT IS YOUR ARMOR'S CIRCUITRY COMPOSED OF?

KRRRHHHUKK



CARBON NANOTUBE TRANSISTORS, PRINTED ON SILICON WAFERS...

CAPACITY'S ABOUT FIFTEEN AMPERES...

THAT SHOULD BE SUFFICIENT.

JAZZ-- BUMBLEBEE--



--FALL BACK AND FORM ON ME!



I GET YOU.

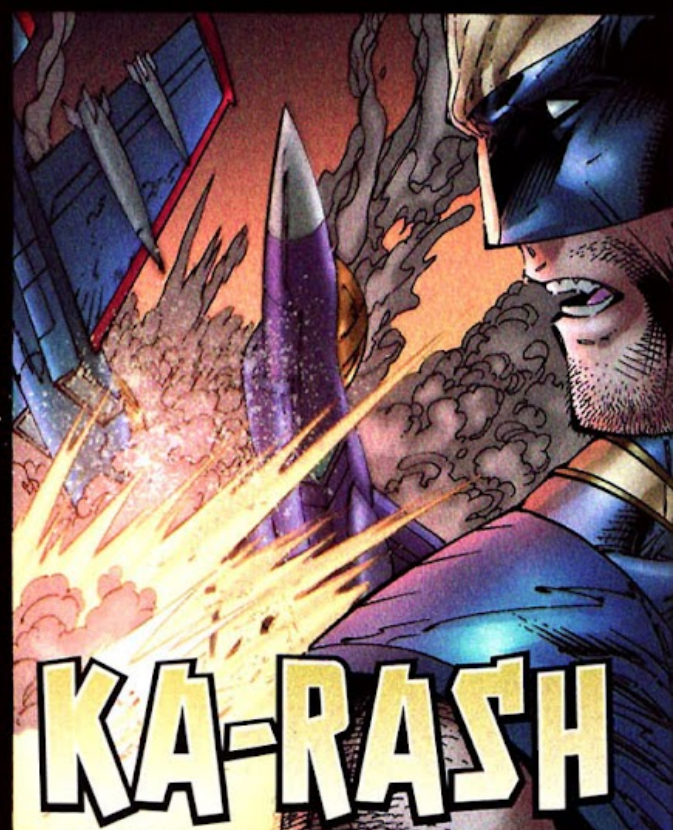
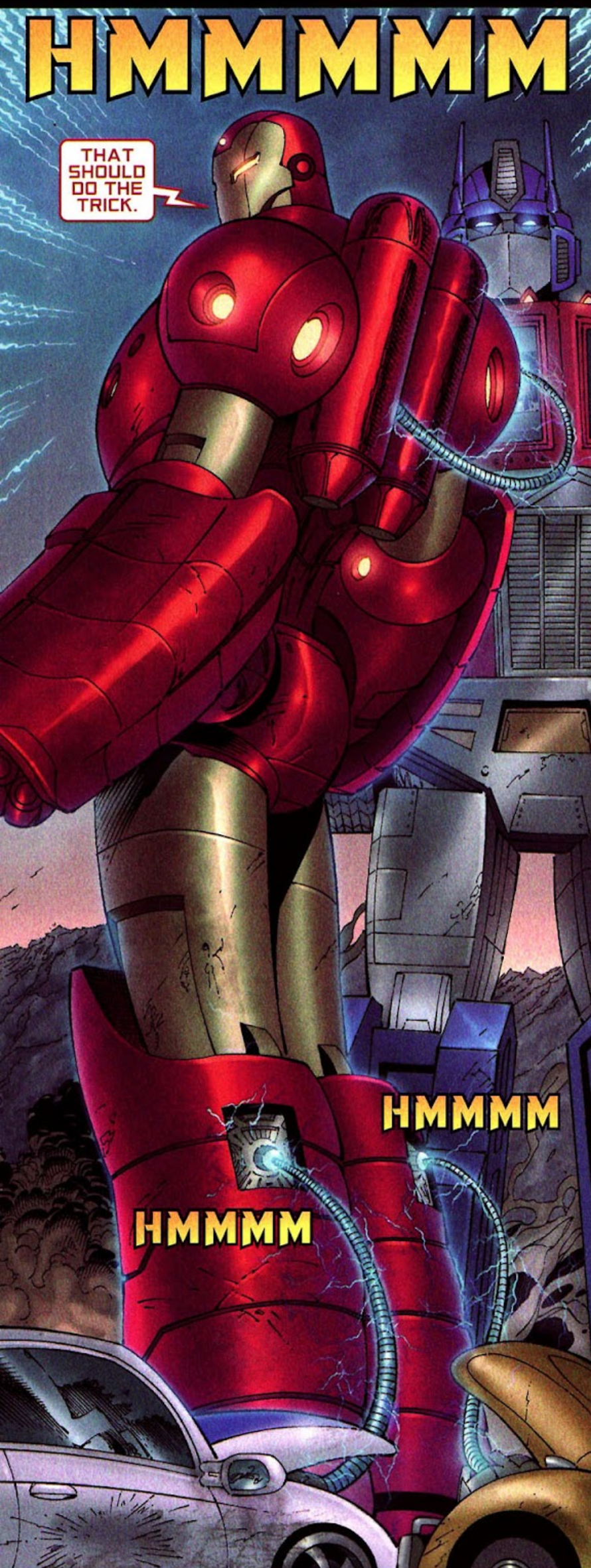
PREPARING FOR EXTERNAL POWER INPUT.

VVVVT

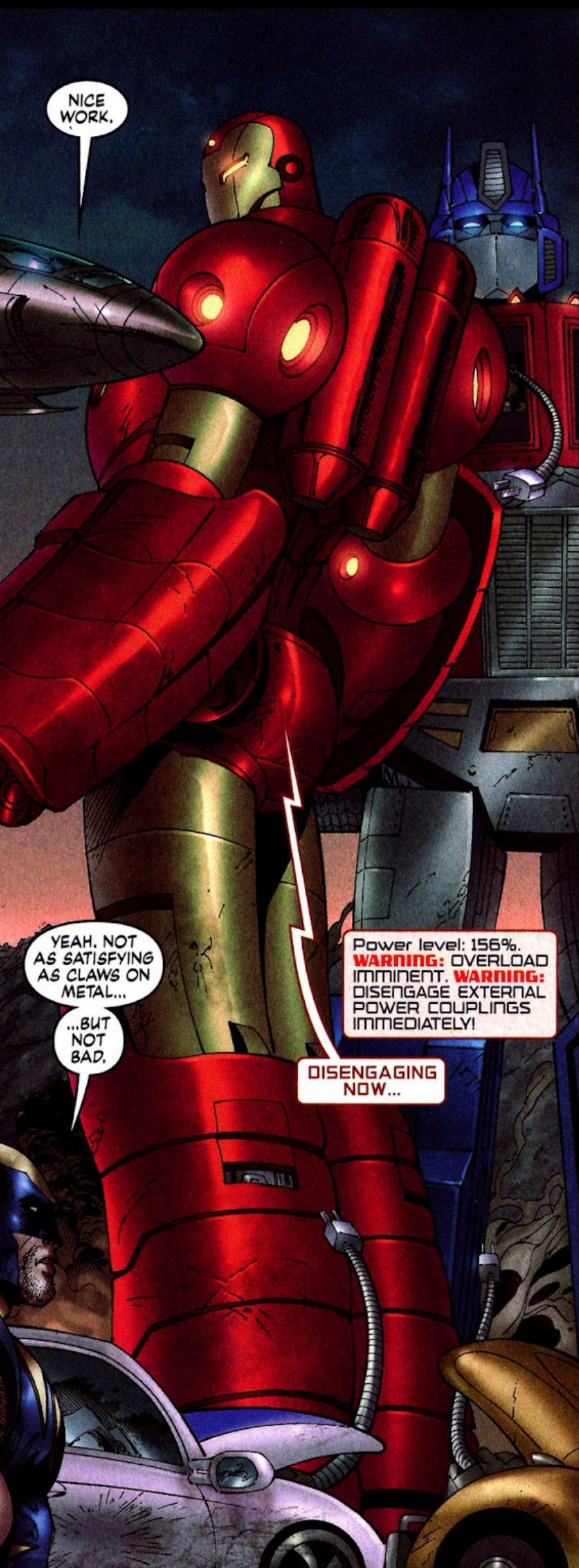
VVVVT

VVVVT













--AND TO  
**DOOM.**

DOOM.

I  
**KNEW** HE  
WAS IN ON  
THIS!

DOCTOR DOOM HAS AGREED  
TO AID US IN TAKING CONTROL  
OF THIS WORLD--IN EXCHANGE  
FOR DOMINION OVER ITS  
REMAINS.



I KNOW YOU CAN HEAR ME,  
OPTIMUS PRIME. OUR WAR  
HAS RAGED BITTERLY FOR  
EONS--BUT NOW IT IS OVER.



YOUR  
TIME IS  
**PAST--**



--OLD  
**SOLDIER.**



SURRENDER  
IMMEDIATELY--OR  
YOUR PEOPLE *DIE*.

WE AWAIT  
YOUR ANSWER.

SPK

AVENGERS--YOU  
MUST DESTROY THE  
ARRAY. *QUICKLY*.

I WILL AID YOU  
AS MUCH AS I  
CAN IN MY  
WEAKENED--

WHAT?!

OUR  
**TEAMMATES**  
ARE STILL IN  
THERE!

AND  
SO ARE  
YOURS!

A FEW  
HUMANS ARE  
EXPENDABLE--

SHE'S  
RIGHT. IF  
WE DON'T  
STOP THEM,  
YOU DON'T  
KNOW WHAT  
THEY'LL DO  
TO EARTH.

I'VE  
**SEEN**  
IT!

HOW HIGH UP  
IN SPACE YOU  
GOT TO FLY,  
LADY--

--BEFORE  
YOU CAN'T SEE  
THE **PEOPLE**  
ANYMORE?

OUR PRIORITY  
IS STOPPING THE  
**SYMKARIAN WAR--**

ALL I KNOW IS--  
I AIN'T LEAVIN' SPIDEY  
AND CAGE TO DIE.

HUMANS--  
PLEASE.

LISTEN  
TO ME...





THEY ARE  
ATTACKING  
AGAIN.

USELESS  
HUMAN--



--YOU SAID  
THEY WOULD  
SURRENDER!



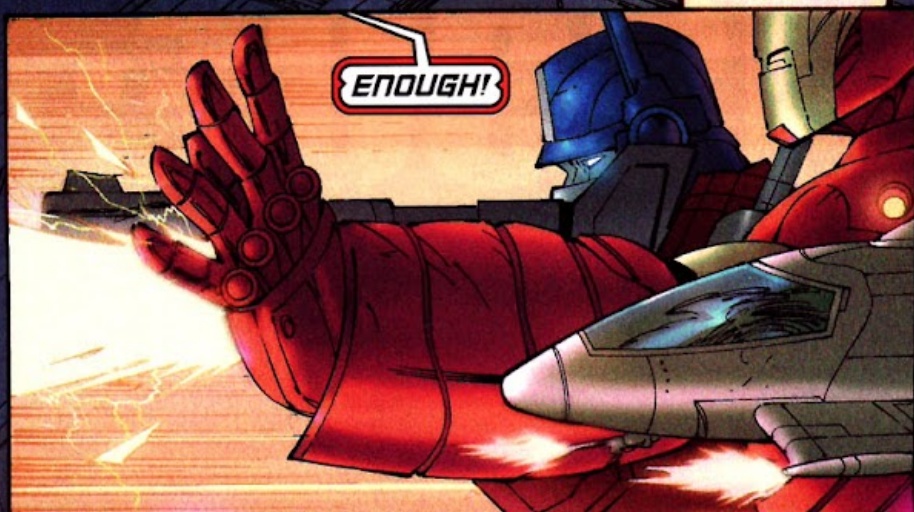
AH, WELL,  
AS EVER,  
HUMANS  
PROVE  
WEAK  
PLAY-  
THINGS.

THERE IS AN OLD  
CYBERTRONIAN  
PROVERB: IF YOU  
TRULY WISH  
ORGANIC BEINGS  
TO BE BATTERED  
INTO A THIN  
PASTE--



--YOU MUST DO  
IT YOURSELF.

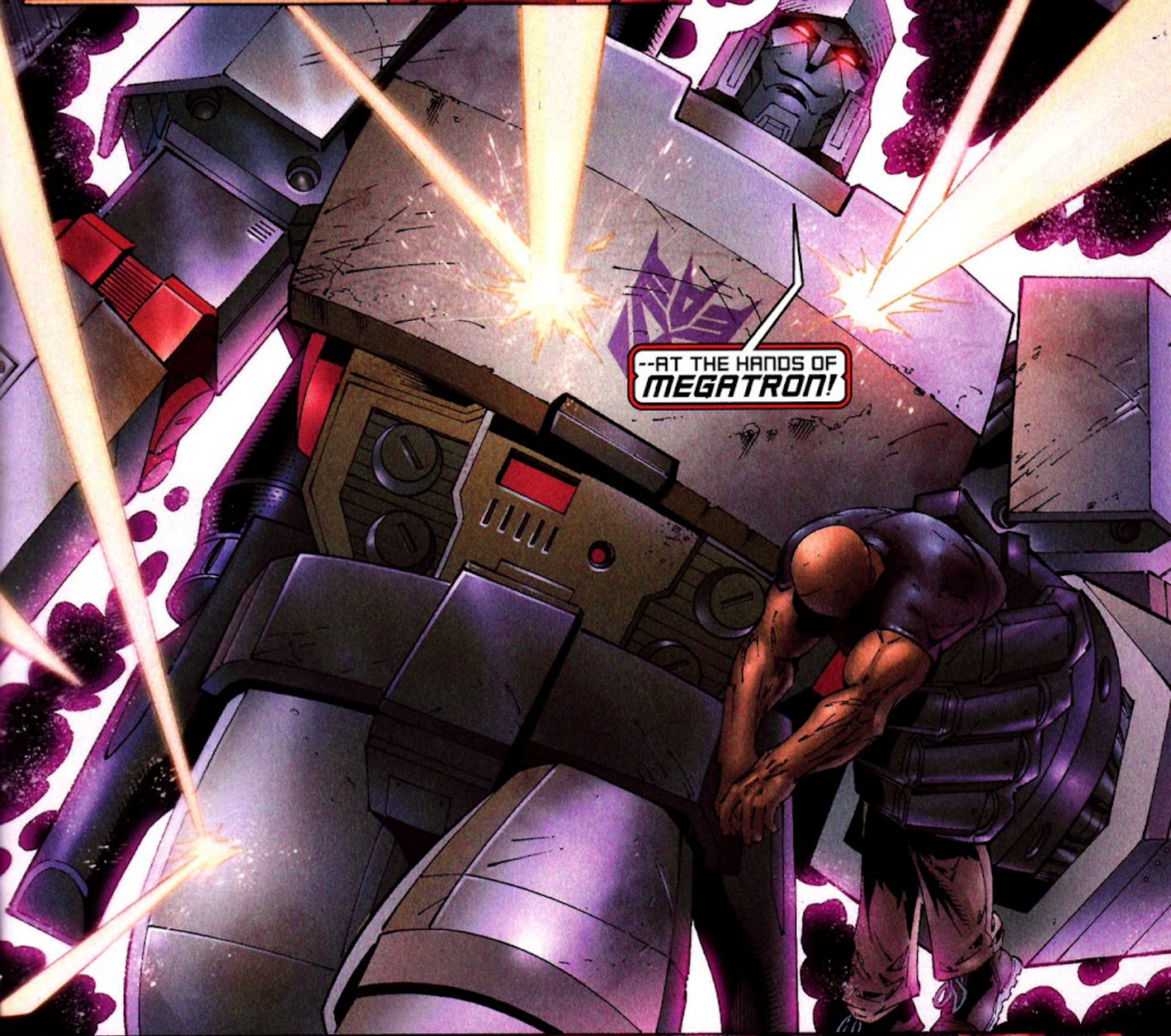




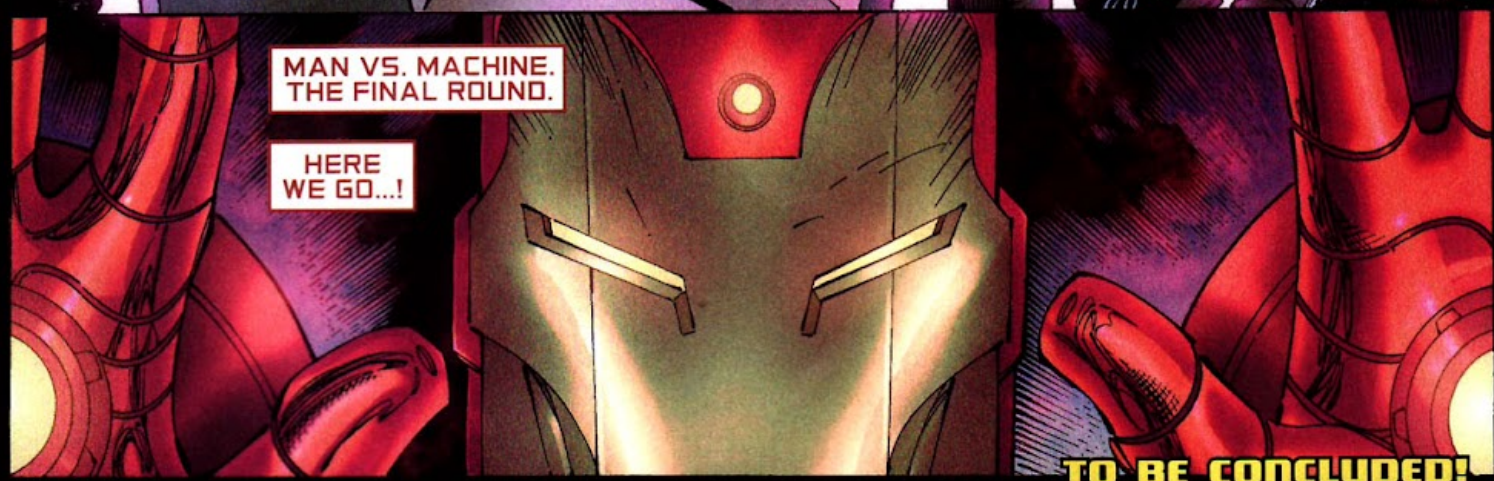
**ENOUGH!**

**NO MORE STRATEGIES. NO MORE DECEPTIONS.**

**NOW THIS PLANET'S FATE WILL BE DECIDED. AND YOU WILL ALL FALL--**



**--AT THE HANDS OF MEGATRON!**



**MAN VS. MACHINE. THE FINAL ROUND.**

**HERE WE GO...!**

**TO BE CONCLUDED!**



# NEXT ISSUE:



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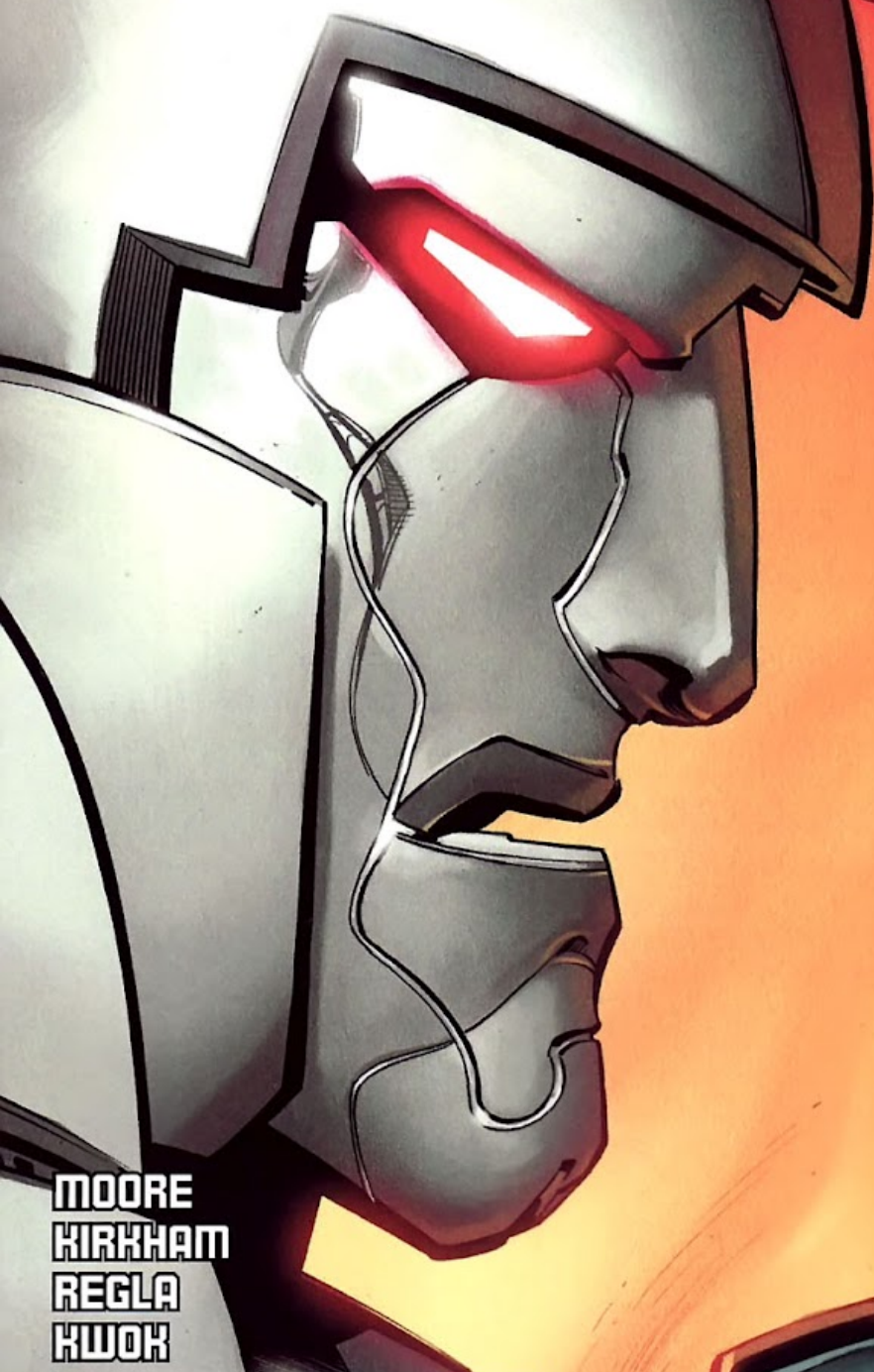


# THE NEW AVENGERS

MARVEL  
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4 of 4



## THE TRANSFORMERS



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**LUKE CAGE**  
Steel-hard  
powerhouse

**MS. MARVEL**  
Alien-altered  
warrior

**THE FALCON**  
Aerial expert

**IRON MAN**  
Armored  
industrialist

## COUNTDOWN TO LATVERIAN/ SYMKARIAN WAR: T MINUS 2 HOURS, 23 MINUTES.

The Eastern European nations of Symkaria and Latveria stand on the brink of nuclear Armageddon. The cause: an ominous structure called the Array, which is saturating the two countries with a mind-altering "Aggression Wave" emanating from a device known as the Psycho-Prism.

OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots who can alter their bodies into vehicles — provide the NEW AVENGERS with protection against the Aggression Wave. Prime explains that the Array is a weapon of MEGATRON and his DECEPTICONS, the Autobots' ancient arch-nemeses. The Decepticons hope to prod humanity into a self-destructive war, then strip Earth of its precious Energon fuel.

Together, the Avengers and Autobots repel a deadly attack by the Decepticons. But now Megatron has charged himself up to an unprecedented level of power — using a serum derived from the blood of SPIDER-MAN, who remains captive inside the Array. Worse: Megatron is now allied with DOCTOR DOOM, despotic ruler of Latveria — in whose laboratory the mind-altering Psycho-Prism was originally developed.

RATCHET and PROWL of the Autobots, along with LUKE CAGE of the Avengers, attempt to destroy the Array from within — but are defeated by Megatron, who then turns on his ally Doom. Now, outside the Array, the Avengers — including IRON MAN in an enormous, specially-built suit of armor — face the full fury of Megatron. And inside, Avengers and Autobots alike may have to depend on an unlikely ally...

**OPTIMUS PRIME**  
Commander  
in chief

**PROWL**  
Unit  
commander

**BUMBLEBEE**  
Intelligence

**RATCHET**  
Medic

**JAZZ**  
Communi-  
cations

**WHEEL-  
JACK**  
Engineer

Art by **TOP COW PRODUCTIONS, INC.**

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**TYLER  
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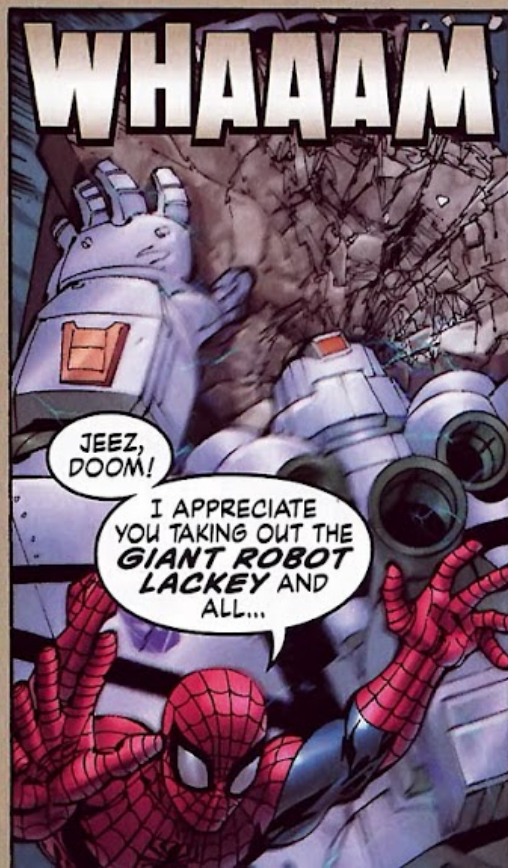
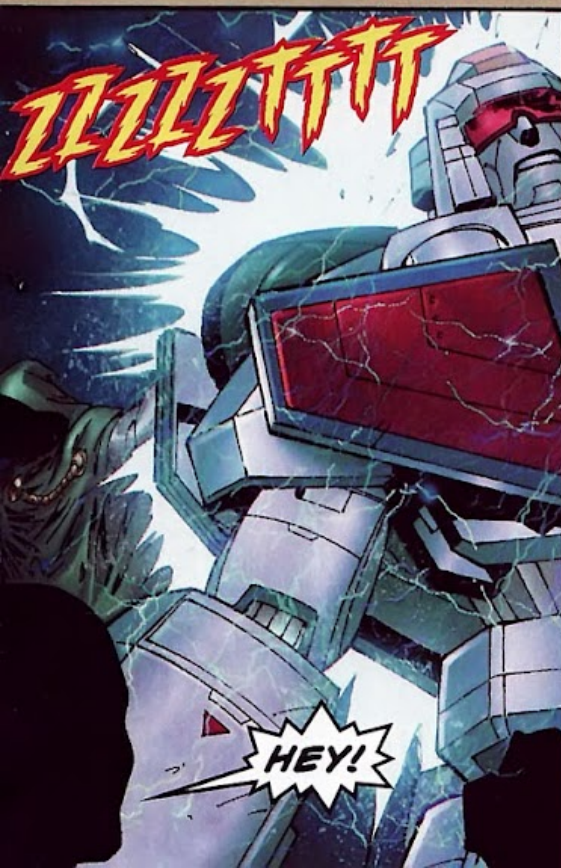
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**JOE  
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editor in chief

**DAN  
BUCKLEY**  
publisher









OKAY. NOW I'M OFFICIALLY CONFUSED. ANYBODY GOT A GIANT ROBOT **SCORE-CARD**...?

SPIDER-MAN...? MY FELLOW OFFICER AND I ARE...**AUTOBOTS**...

UHHHH...

...**ENEMIES** OF MEGATRON.

WE ENTERED THIS PLACE...TO RESCUE YOU...AND TO **DESTROY** THE PSYCHO-PRISM...

RIGHT. THAT CRYSTAL THING THAT'S POWERING THE AGGRESSION WAVE.

WHERE **IS** MEGATRON, ANYWAY?

OUTSIDE, WHERE HE IS USING HIS NEWFOUND POWER TO **SLAUGHTER** YOUR COMRADES.

HOW ABOUT **YOU**? ARE YOU ROOTING **FOR** HIM NOW--OR **AGAINST** HIM?

DOOM DOES NOT EXPLAIN HIS ACTIONS.

DOOM SERVES HIS NEEDS--AND HIS PEOPLE'S--ACCORDING TO HIS **OWN** CODE OF HONOR.

SYSTEMS...REGENERATING... I BELIEVE WE CAN STOP MEGATRON, SPIDER-MAN.

BUT I MUST HESITANTLY ASK YOUR ASSISTANCE--AND YOUR FURTHER **SACRIFICE**.

**GREAT.**

WHY DO THE WORDS "SPIDER-MAN" AND "SACRIFICE" ALWAYS APPEAR TOGETHER...?



OUTSIDE...

CEASE THIS  
RESISTANCE,  
HUMANS.

THE WAR YOU  
SEEK TO FORE-  
STALL IS BUT A  
TINY SKIRMISH...

...IN THE GRAND,  
BATTLE-STREWN  
HISTORY OF  
CYBERTRON.

IRON  
MAN--

STAY  
BACK, CAP--  
EVERYONE...

...HE'S  
MINE.


Power level:  
92%. WARNING:  
Capacitors at  
maximum.

OH?

I BELIEVE  
*THIS* IS  
YOURS, TOO.

EASY,  
CAGE... I GOT  
YA.





THAT'S IT.

YOU KNOW,  
NORMALLY  
I PREFER  
HOUSE  
MUSIC...

Power  
level: 87%.

...BUT  
WHO SAYS  
METAL'S  
DEAD?!

KA-LAARNG

Power level: 84%.  
WARNING: Levels  
dropping.



YOU SPEAK--  
NONSENSE--

NOT--  
AT ALL--

Power level: 63%.  
WARNING: power  
loss accelerating.

METAL.  
IT'S ALL  
YOU'RE  
MADE OF...  
"MEGATRON!"

INSIDE, I'M  
HUMAN...AND  
THAT GIVES ME  
THE EDGE.

Power level:  
47%. WARNING:  
levels plung-  
ing. WARNING:  
activating  
emergency  
power cells.

NO...  
HUMAN...

SH-ZARK

Power level: 96%.  
Emergency power  
levels engaged.  
Levels rising.

...IT MAKES  
YOU WEAK.

KRANNGGG

Power level: 163%.  
WARNING: power  
cell safeties damaged.  
WARNING: systems  
overload imminent.  
Unable to disengage.





IRON MAN...  
I AM STILL  
DAMAGED.

BUT IF YOU  
REQUIRE EXTERNAL  
POWER INPUT--

**NO!**

Power level:  
183%. **WARNING:**  
EMERGENCY  
SHUTDOWN.



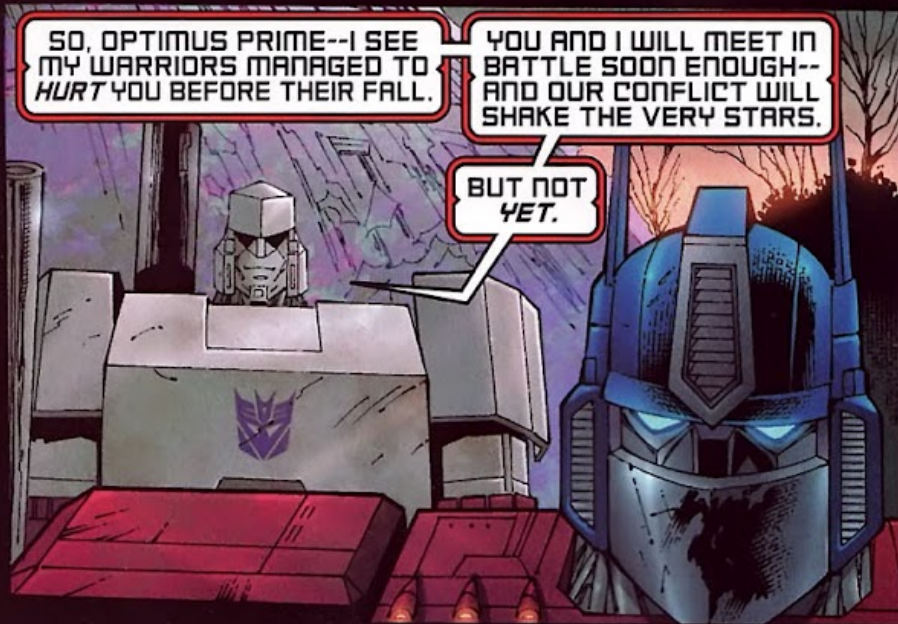
THIS ARMOR'S  
ABOUT TO...  
**OVERLOAD.**

HAVEN'T QUITE...  
WORKED THE *KINKS*  
OUT OF THIS MODEL  
YET...

SO, OPTIMUS PRIME--I SEE  
MY WARRIORS MANAGED TO  
**HURT** YOU BEFORE THEIR FALL.

YOU AND I WILL MEET IN  
BATTLE SOON ENOUGH--  
AND OUR CONFLICT WILL  
SHAKE THE VERY STARS.

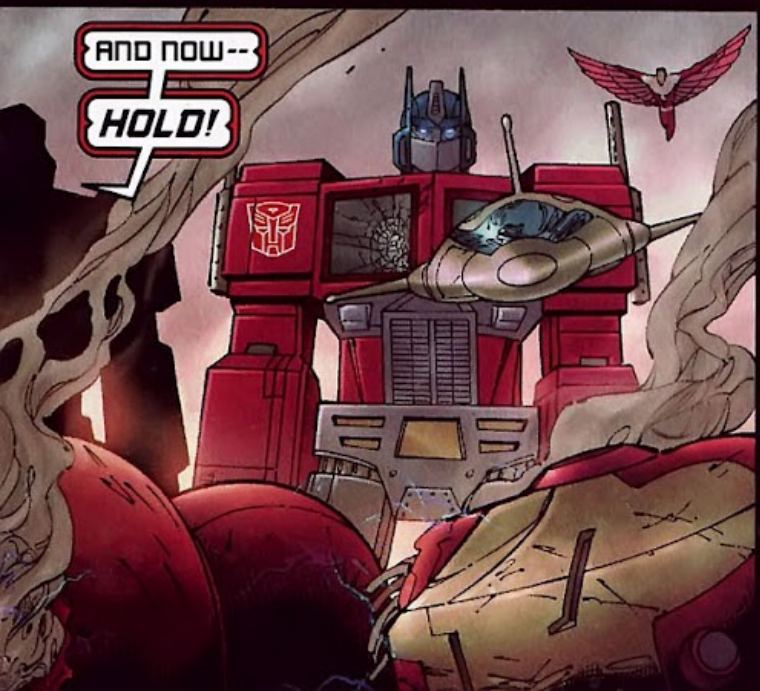
BUT NOT  
**YET.**



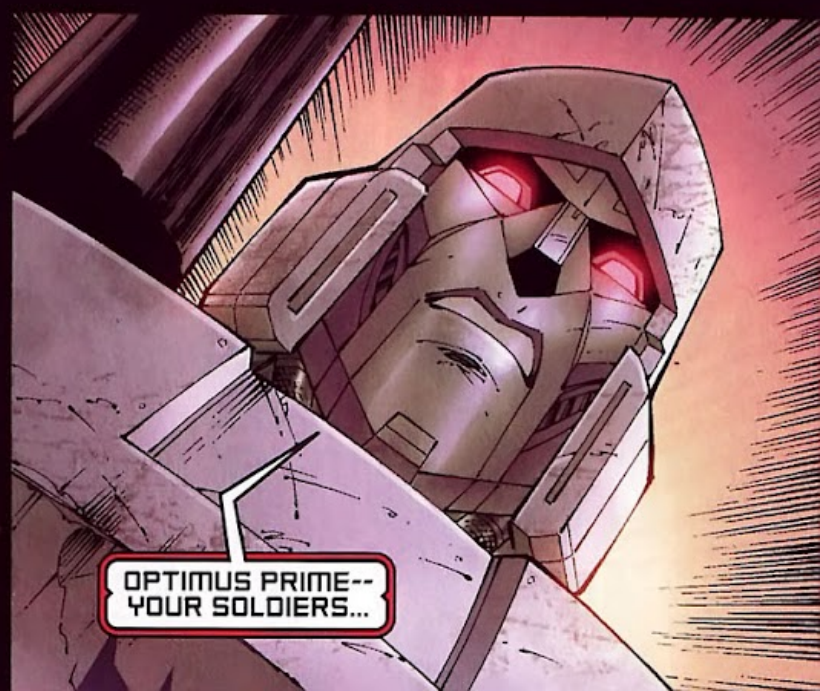




FIRST THINGS FIRST.



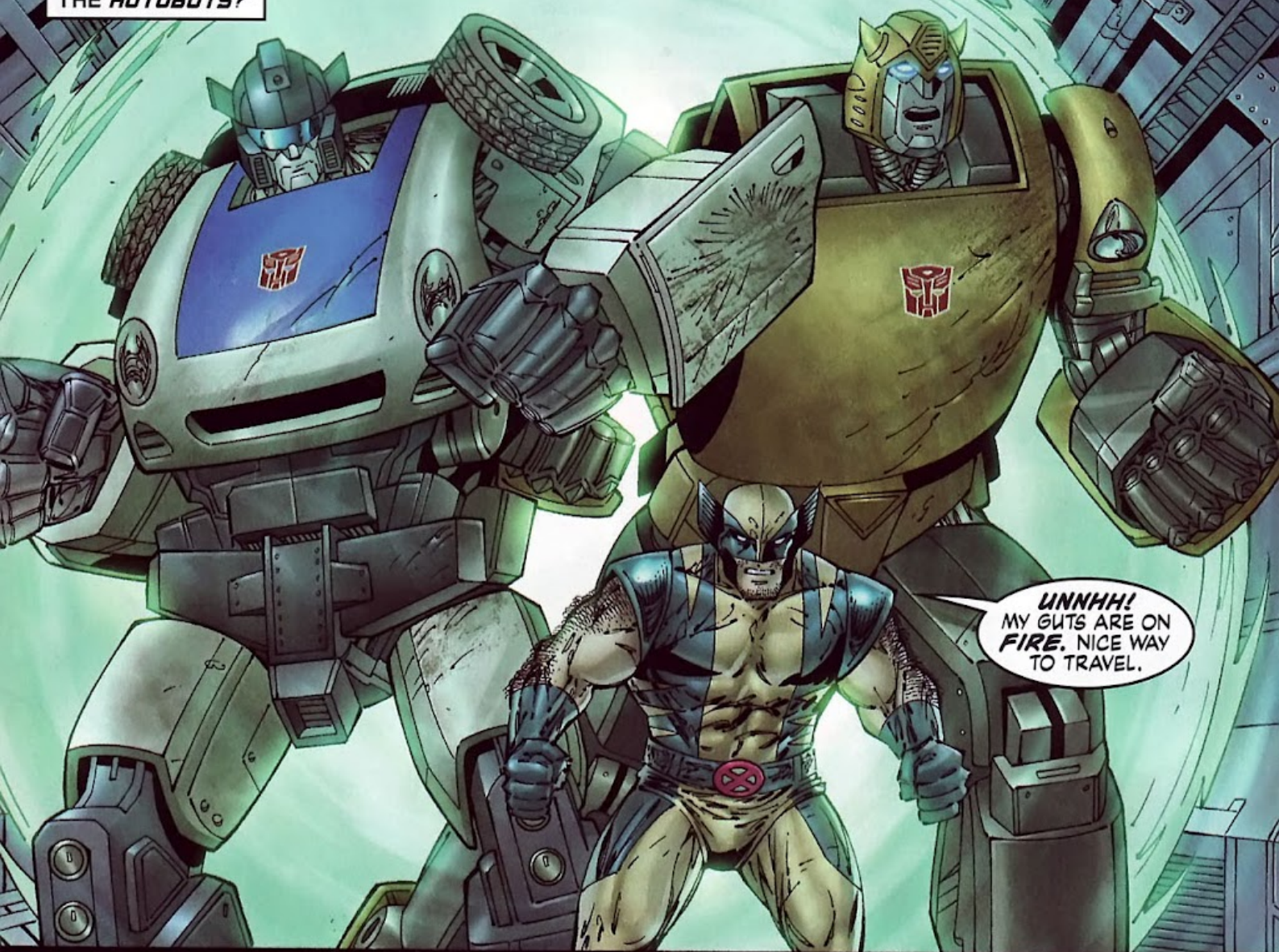
AND NOW--  
HOLD!



OPTIMUS PRIME--  
YOUR SOLDIERS...



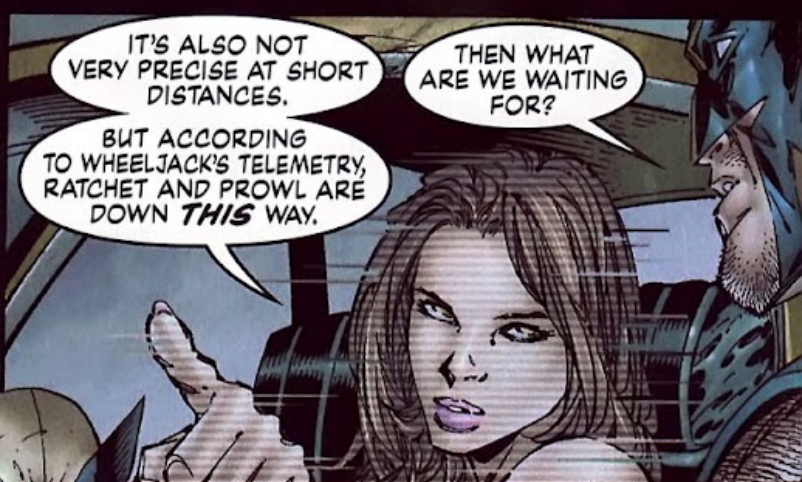
"...WHERE ARE  
THE *AUTOBOTS*?"



*UNNNHH!*  
MY GUTS ARE ON  
**FIRE**. NICE WAY  
TO TRAVEL.



SORRY. IT'S CALLED AN  
"*ORBITAL BOUNCE*." IT'S NOT  
DESIGNED FOR HUMANS.



IT'S ALSO NOT  
VERY PRECISE AT SHORT  
DISTANCES.

THEN WHAT  
ARE WE WAITING  
FOR?

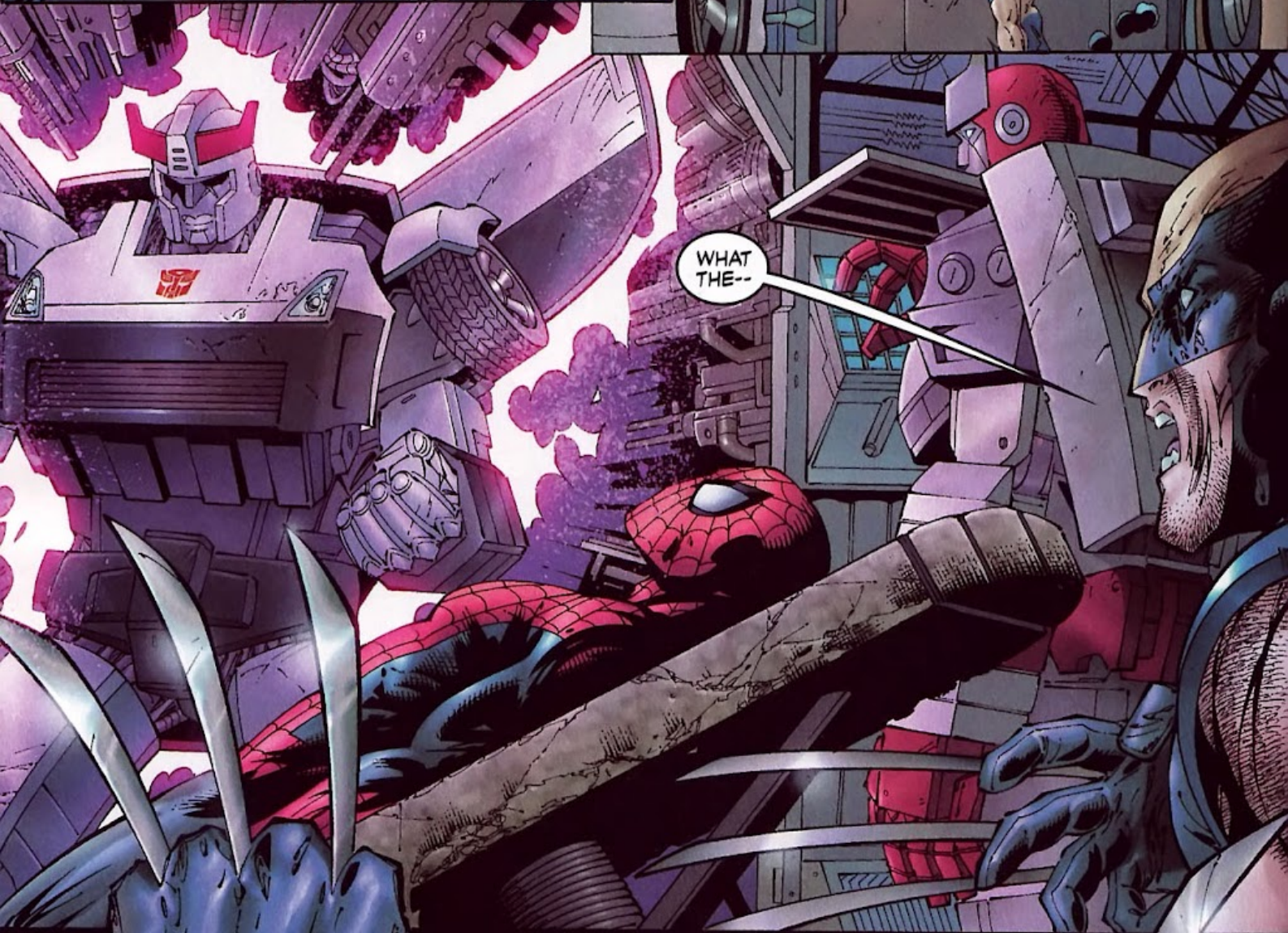
BUT ACCORDING  
TO WHEELJACK'S TELEMTRY,  
RATCHET AND PROWL ARE  
DOWN *THIS* WAY.



AN' IF  
ANY MORE OF THESE  
"*DECEPTICONS*"  
SHOW UP...

...I GOT MY  
**CAN OPENERS**  
READY.









WOLVERINE!  
HOLD IT!

THWIP



I APPRECIATE  
THE **ASSIST**, BUDDY--  
AND I ADMIT I'M STILL  
PRETTY WEAK, BUT I  
**VOLUNTEERED**  
FOR THIS.

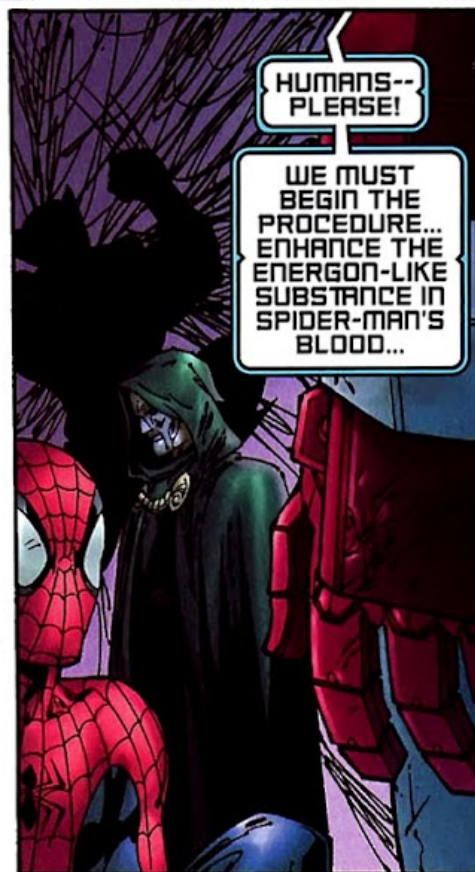
THE ONLY  
WAY TO STOP  
MEGATRON IS  
TO USE HIS OWN  
POWER-CHARG-  
ING PROCESS  
**AGAINST**  
HIM.

THAT  
MEANS USING  
**MY BLOOD** TO  
BOOST THESE GUYS'  
STRENGTH!



YOUR  
ALLY--WHO  
IS NOT AS  
INTELLIGENT  
AS HE THINKS  
HE IS--IS  
ESSENTIALLY  
CORRECT.

**DOOM...**  
WE GOT UNFINISHED  
BUSINESS, YOU AN'  
ME.



HUMANS--  
PLEASE!

WE MUST  
BEGIN THE  
PROCEDURE...  
ENHANCE THE  
ENERGON-LIKE  
SUBSTANCE IN  
SPIDER-MAN'S  
BLOOD...



HIS  
BLOOD...OR  
**MINE.**

RIGHT?

**BLOOD ANOMALIES:  
MUTANT X-FACTOR  
RAPID HEALING.**



TEN MINUTES LATER...



THANK YOU,  
HUMAN. YOU MAY  
HAVE JUST SAVED  
US ALL.

PEACHY.

BY CYBERTRON...  
THE *POWER!*

SHOULD WE  
CHARGE UP  
AS WELL?

NO, JAZZ.  
THERE'S  
NO TIME.

YOU TWO MUST  
DESTROY THE  
PSYCHO-PRISM.  
I CAN TELL YOU  
WHERE IT IS--

YOU  
WON'T FIND  
IT.  
MEGATRON  
HAD IT MOVED.

BUT  
DOOM CAN  
LEAD YOU TO  
IT.

*COME.*

AH,  
WHAT THE  
HELL...

BUMBLEBEE AND  
JAZZ, GO WITH  
OUR NEW ALLY!

RATCHET AND I  
WILL RENDEZVOUS  
WITH YOU LATER...



"...OUTSIDE."

VA-ZARK

SO. A *GNAT*  
DRESSED AS  
A *GIANT*, EH?

WHATEVER  
YOU SAY,  
MEGATRON.

BUT *GNAT* OR  
*GIANT*...MAN OR  
MACHINE...

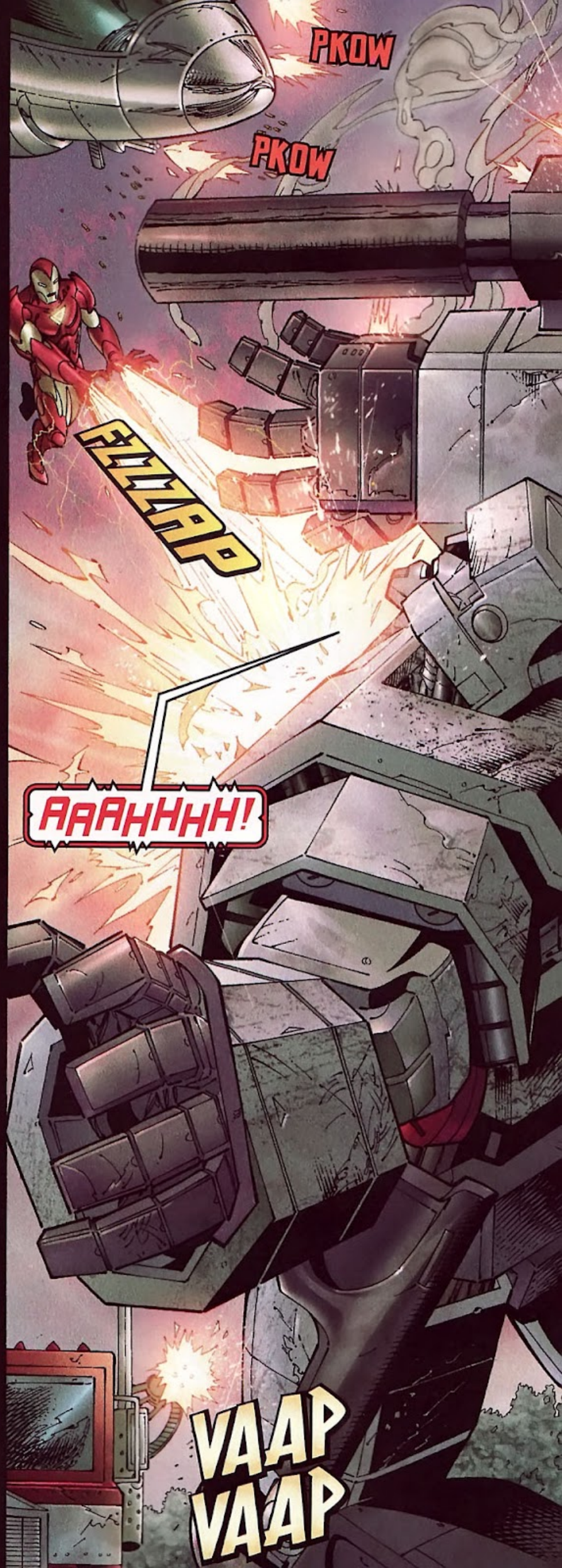
...IT'S  
GOOD TO  
HAVE A  
*BACKUP*  
PLAN.

EH?

OH...H...

...I THINK MY  
*LUNCH*...IS  
ABOUT TO  
DO ITS OWN  
*"ORBITAL  
BOUNCE."*







**KWAAAAM**

WHAT?  
WHO'S--?

RAMJET!

I SUPPOSE  
*YOU* WANT  
THE PSYCHO-  
PRISM, TOO?

TRUST  
ME, BUS...

...HE  
AIN'T  
GETTIN'  
IT.

**SNIKT**

AH, THE LITTLE  
MONARCH. I SEE  
YOUR LOYALTIES  
HAVE CHANGED  
AGAIN.

I THINK I'LL  
FOLLOW YOUR  
LEAD, THIS  
TIME. AFTER  
ALL...

...IF MEGATRON'S  
PLAN SHOULD FAIL  
*TODAY*--THEN  
SOMEDAY *SOON*...

...PERHAPS IT WILL BE  
*MY* TURN TO LEAD  
THE DECEPTICONS.





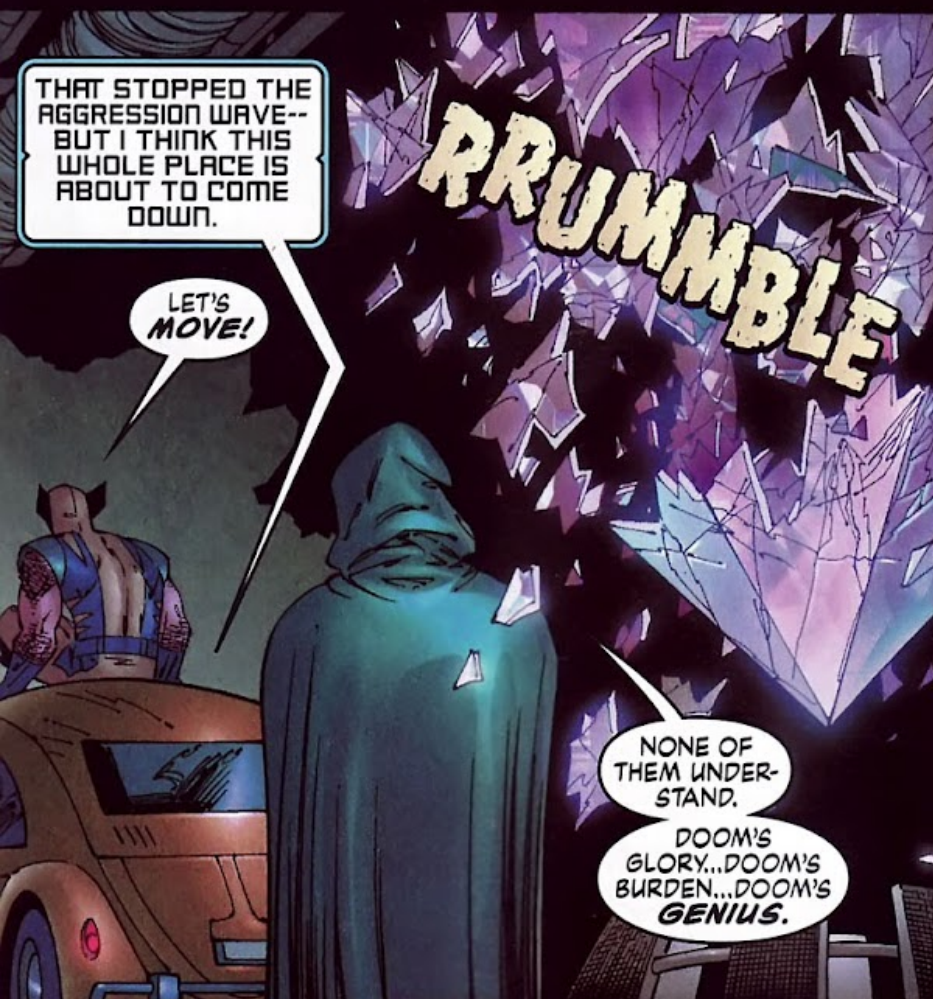
SHOULD WE  
GO AFTER HIM?

NO TIME. WE'VE GOT  
EIGHTEEN MINUTES  
LEFT TO STOP THE  
HUMAN WAR.

YOU  
GUYS CAN  
DEBATE THIS  
TILL THE NEXT  
**TRACTOR-  
PULL** IF YOU  
WANT...



...I'M  
TAKIN' THIS  
BAD BOY  
**OUT!**



THAT STOPPED THE  
AGGRESSION WAVE--  
BUT I THINK THIS  
WHOLE PLACE IS  
ABOUT TO COME  
DOWN.

LET'S  
**MOVE!**

**RRUMBLE**

NONE OF  
THEM UNDER-  
STAND.

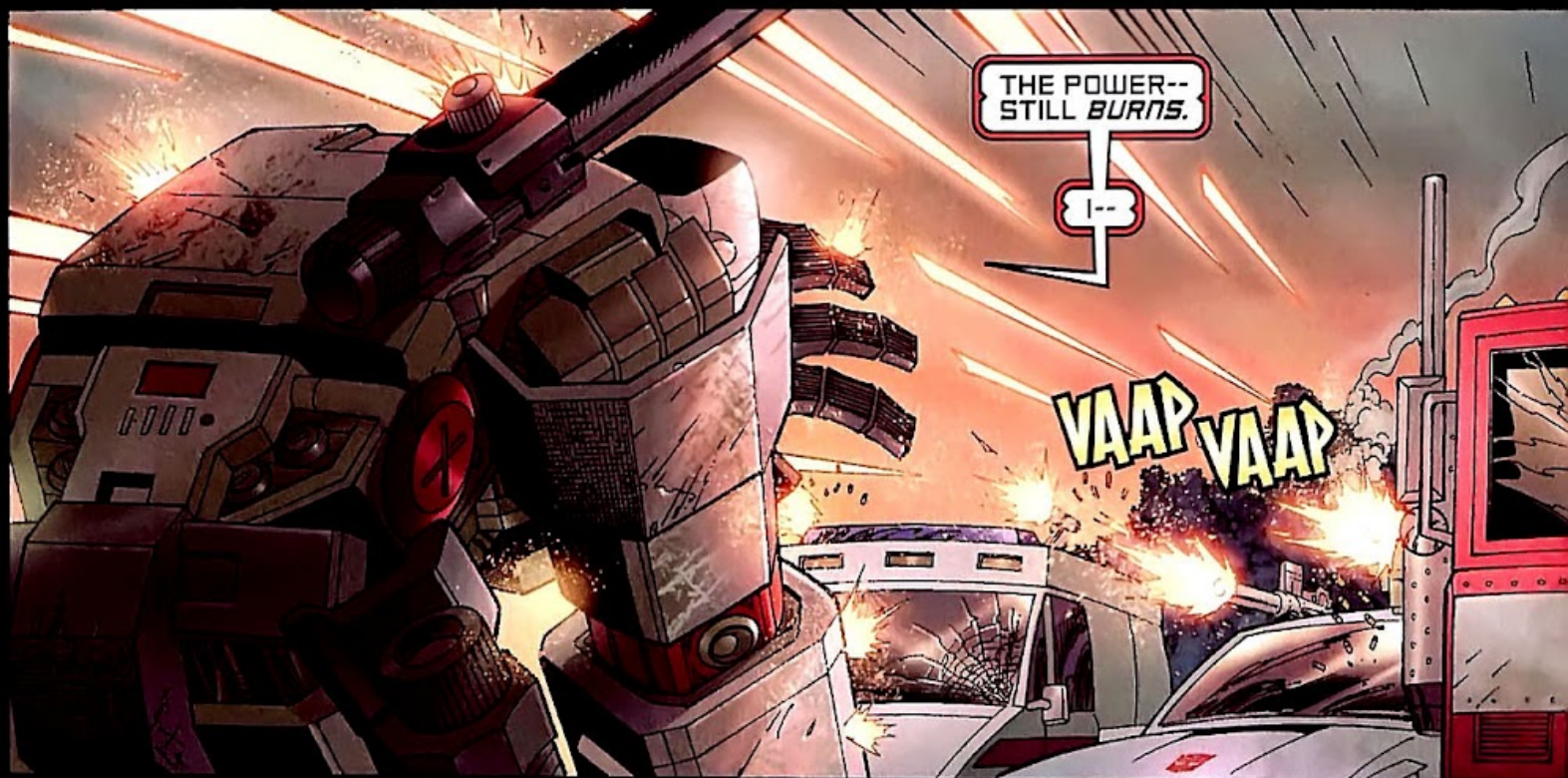
DOOM'S  
GLORY...DOOM'S  
BURDEN...DOOM'S  
**GENIUS.**



NO MAN...NO  
**MACHINE...**

...SHALL  
TAKE THAT  
AWAY!





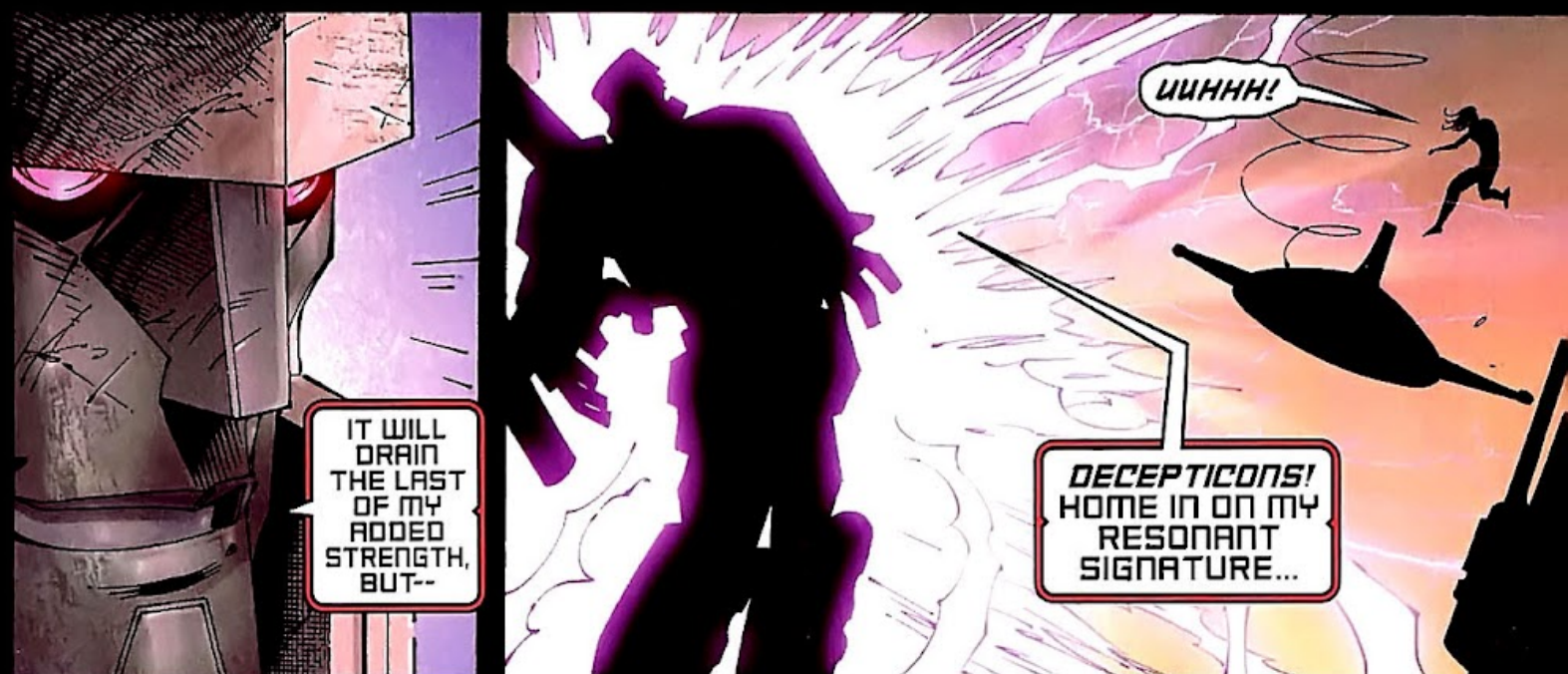
THE POWER--  
STILL BURNS.

VAAP VAAP



THE  
ARRAY!

THE PSYCHO-PRISM  
HAS BEEN DESTROYED.  
WITHOUT IT--THIS BATTLE  
SERVES NO PURPOSE.



IT WILL  
DRAIN  
THE LAST  
OF MY  
ADDED  
STRENGTH,  
BUT--

UUHHH!

DECEPTICONS!  
HOME IN ON MY  
RESONANT  
SIGNATURE...



"...AND EXECUTE *EMERGENCY WARP-OUT PROTOCOL!*

"THE LATVERIAN PROJECT IS HEREBY...

"...TERMINATED!"

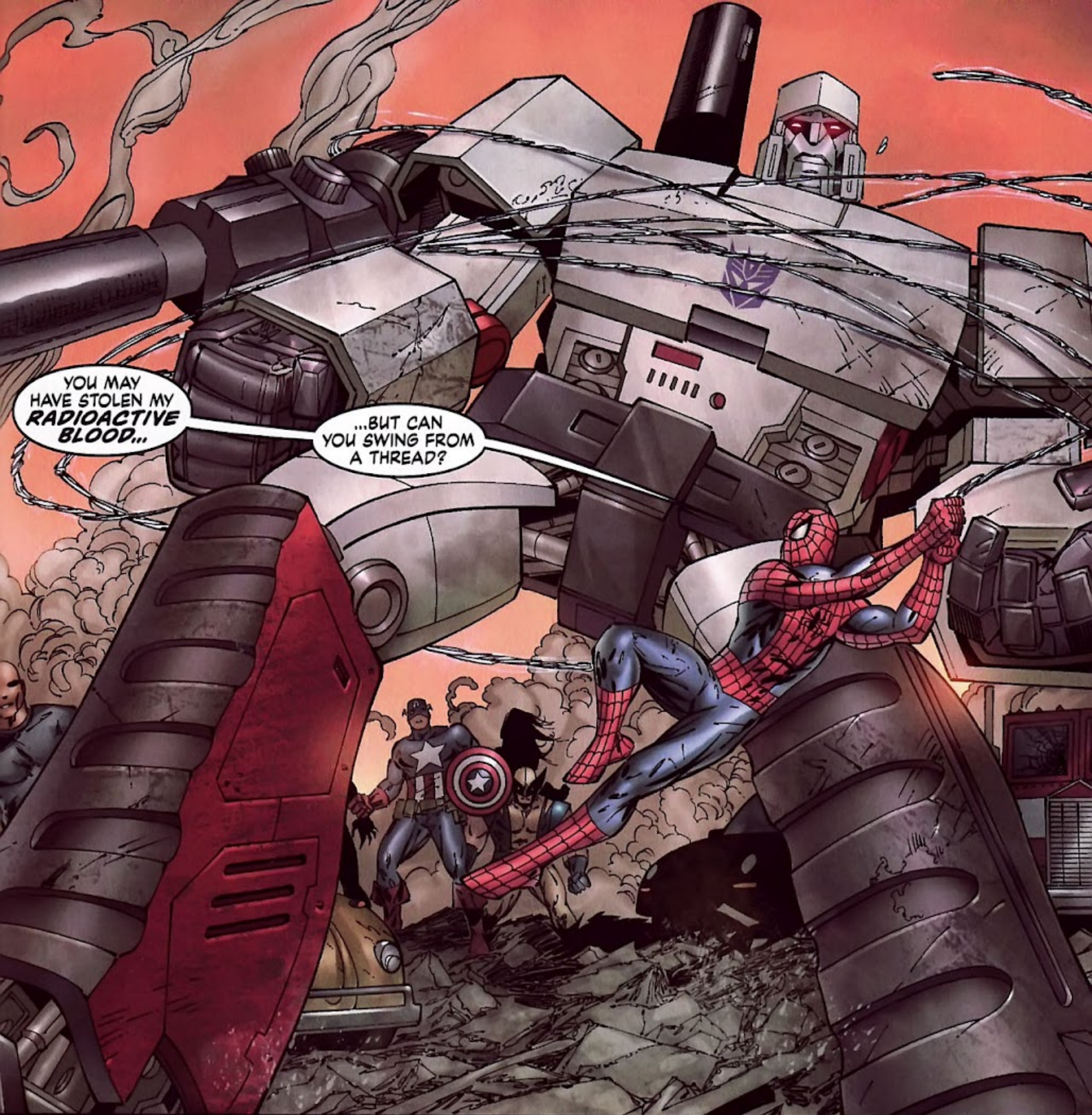
YOU'VE COST ME A VICTORY, HUMANS-- AND MUCH MORE. AN EMERGENCY WARP-OUT WILL DRAIN THE DECEPTICONS' ENERGY RESERVES FOR MANY STELLAR-CYCLES.

BUT BEFORE I, TOO, DEPART THIS PLACE OF *ROTTING MEAT*--I WILL SEE YOU PAY FOR--

HEY, MEGS!

THWIP





YOU MAY  
HAVE STOLEN MY  
**RADIOACTIVE  
BLOOD...**

...BUT CAN  
YOU SWING FROM  
A THREAD?



TAKE  
A LOOK OVER-  
HEAD!

**UHHHH!**



AND JUST  
TO BACK UP MY BOY  
IN THE SKY...

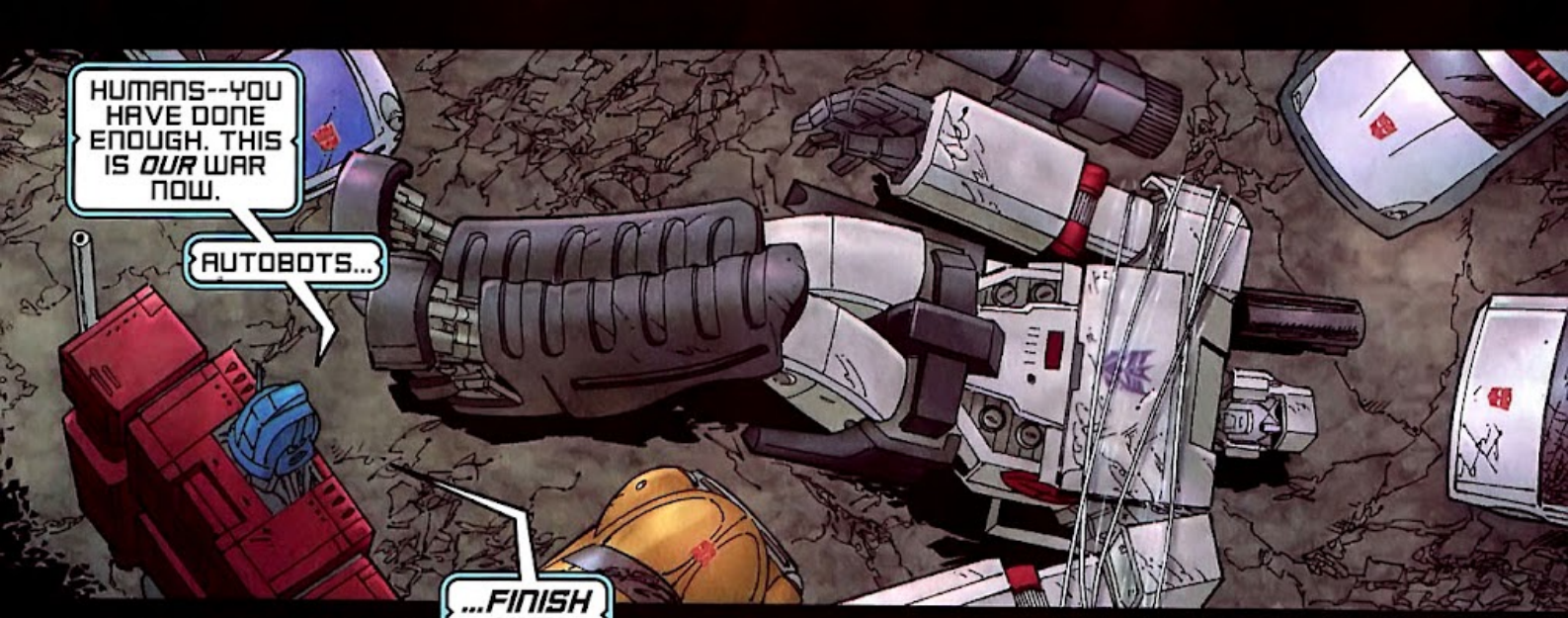
...HERE'S  
THE WORD FROM  
DOWN HERE ON THE  
**STREET!**

**KLANG**



**WHAM!**





HUMANS--YOU  
HAVE DONE  
ENOUGH. THIS  
IS *OUR* WAR  
NOW.

AUTOBOTS...

...FINISH  
HIM!

**K-TOOM  
K-TOOM**

UHHH!

SO--  
PRIME...

...I WAS RIGHT ABOUT  
YOU. YOU'VE GROWN  
OLD...WEAK.

OR YOU WOULD FACE ME  
YOURSELF--INSTEAD OF  
HIDING BEHIND YOUR  
UNDERLINGS.

REGENERATE YOURSELF,  
PRIME--AND PREPARE, IN  
*DREAD*, FOR THE DAY WHEN  
I WILL *CRUSH* YOUR SPARK  
CORE, *SNUFFING OUT* YOUR  
LIFE FORCE FOREVER.

THAT DAY...  
IS NOT YET  
COME...

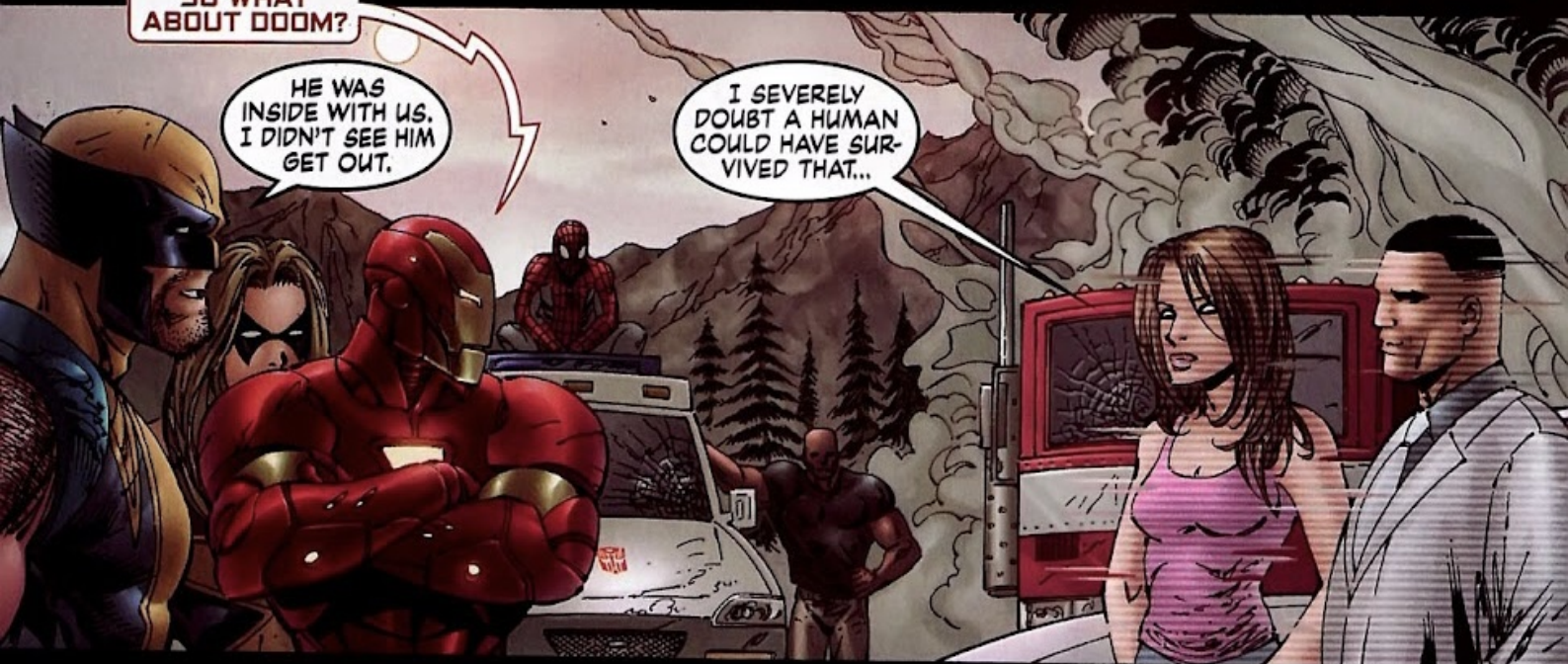
...BUT  
SOON...



SO WHAT ABOUT DOOM?

HE WAS INSIDE WITH US. I DIDN'T SEE HIM GET OUT.

I SEVERELY DOUBT A HUMAN COULD HAVE SURVIVED THAT...



WITH DOOM, YOU NEVER KNOW.

JUST RECEIVED A S.H.I.E.L.D. UPDATE. WITH THE AGGRESSION WAVE DESTROYED, SYMKARIA CALLED OFF THEIR ATTACK.

THE ENGINES OF WAR ARE QUIET AGAIN...FOR NOW.

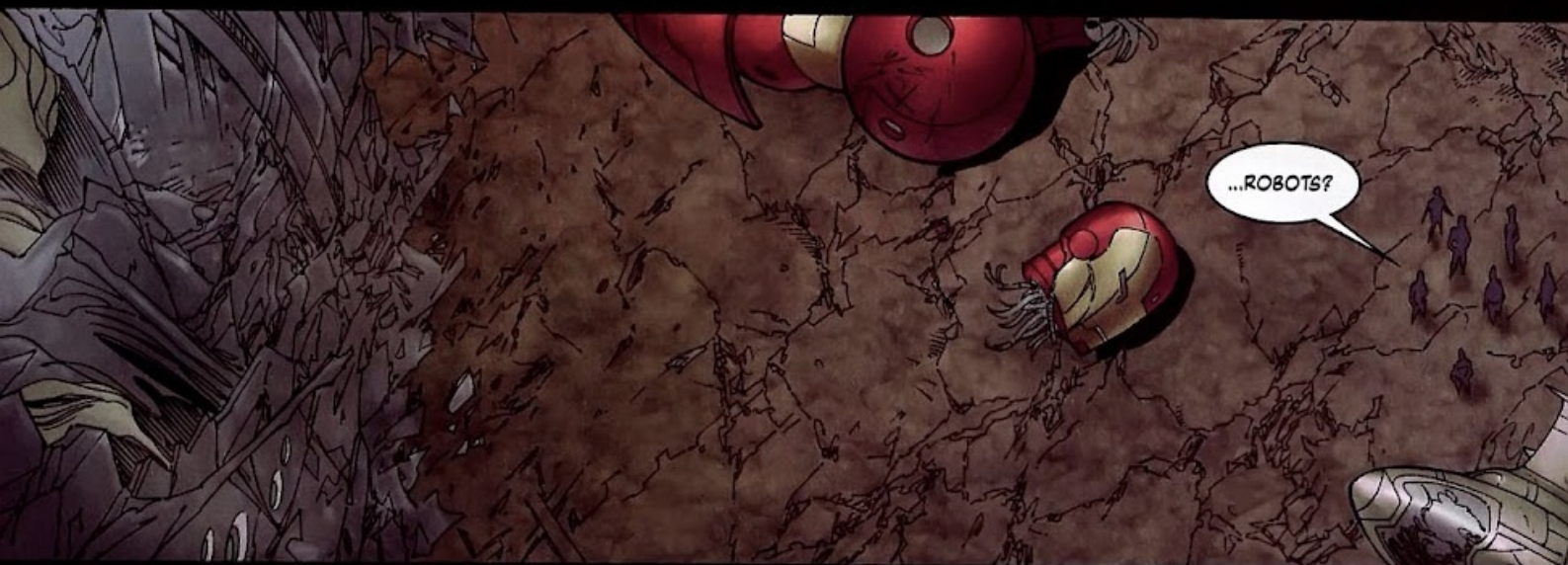


SO THE EMERGENCY IS OVER?

YES, BUT S.H.I.E.L.D. WANTS A COMPLETE DE-BRIEFING--BOTH US, AND THE...



...ROBOTS?





LATER. ARK-19, THE AUTOBOTS' COMMAND SHIP.

SO--ANY NEW DECEPTICONS?

RAMJET HAS ARRIVED ON EARTH.

HE'S THE ONLY ONE WE SAW...

SWEET DESIGN ON THE HUMANS' SHIP. LOOKS ALMOST...

...CYBERTRONIAN?

LOOKS LIKE THE "AUTOBOTS" ARE BACK IN HIDING.

WHERE DO YOU SUPPOSE THEY LAY LOW? BUS TERMINALS?

...SQUARE-CUBE LAW... DIMINISHING POWER RESERVES...

...HOW MUCH BIGGER COULD I BUILD IT?

HUH. QUINJET'S A LITTLE... **SLUGGISH...**

**SMELLS FUNNY, TOO.**

NAH.

**NO WAY...**

THE END?



# THE NEW AVENGERS

# THE TRANS FORMERS

## COVER GALLERY



**#1**  
**JIM CHEUNG**



**#2**  
**JASON PEARSON**



**#3**  
**ED McGUINNESS**



**#4**  
**TOM RANEY**